

FLUOR[®]

September 24, 2008

FH-0802212

CONTRACT NO. DE-AC06-96RL13200

Mr. David A. Brockman, Manager
U.S. Department of Energy
Richland Operations Office
Post Office Box 550
Richland, Washington 99352

Dear Mr. Brockman:

ENTERPRISE COMPANY EMPLOYEE BENEFITS AT COMPLETION OF THE
PROJECT HANFORD MANAGEMENT CONTRACT

- References:
1. Letter, S. A. Sieracki, RL, to R. D. Hanson, FH, "Contract No. DE-AC06-96RL13200 – Discontinued 3161 Benefits for Enterprise Companies (ENCOS)," 00-PRO-268, 0000881, dated February 11, 2000.
 2. Letter, S. A. Sieracki, RL, to H. J. Hatch, FH, "Contract No. DE-AC06-96RL13200 – Section J, Appendix B, Section 4.3, Group Pension Plans, Amendment for Enterprise Company Employees (ALF-96-003)," 9850698, dated January 23, 1998.
 3. Letter, S. A. Sieracki, RL, to H. J. Hatch, FH, "Contract No. DE-AC06-96RL13200; Employee Benefits – Project Hanford Management Contract (PHMC) Enterprise Companies," 9700117, dated January 24, 1997.

As directed by RL in References 1, 2, and 3, FH has provided certain pension and separation pay protection to eligible enterprise company (ENCO) employees over the past 12 years. The eligible ENCO employees, entitled to these protections, are the original employees of Westinghouse Hanford Company, Boeing Computer Services, Richland, and ICF Kaiser Hanford who transferred to ENCO employment during the PHMC transition period or as a result of remapping through December 31, 1996.

OFFICIAL USE ONLY	
May be exempt from public release under the Freedom of Information Act (5 U.S.C. 552) Exemption number(s) and category: <u>Exemption 5</u>	
<u>Privileged Information</u>	
Department of Energy review required before public release	
Name/Org: <u>E M Cone / Benefits Accounting</u>	Date: <u>9/23/2008</u>
Guidance (if applicable): <u>HNF-PRO-184 Rev 8</u>	

RECEIVED

SEP 24 2008

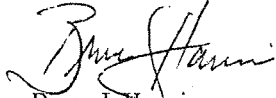
DOE-RLCC

The purpose of this letter is to request (1) RL Contracting Officer (CO) concurrence that eligible ENCO employees should cease accruing vesting service and compensation credit under the Hanford Operations and Engineering Pension Plan (Pension Plan) as of the end of the PHMC period of performance, (2) RL CO concurrence that FH and the Fluor Corporation will be released of any financial or other liability for separation pay and dislocated worker medical benefits protection for eligible ENCO employees as of the end of the PHMC period of performance, and (3) RL approval of FH's recommendation for administering separation pay and dislocated worker medical benefits for these eligible employees subsequent to the end of the PHMC period of performance. The details and rationale for these requested actions are discussed in the Attachment.

FH requests your approval of the above by September 29, 2008.

Technical questions regarding pension benefits should be directed to Elaine Cone at 372-3323; technical questions regarding severance benefits should be directed to Todd Beyers at 376-7156; and contractual questions should be directed to Lori Horton at 376-6986.

Very truly yours,



Bruce J. Hanni
President and
Chief Executive Officer

lar

Attachment

RL – R. M. Carosino
K. K. Mamiya
L. J. Tripp

J. N. Gilbert
M. A. Partida

G. A. Jones
S. A. Sieracki

Official Use Only

ENTERPRISE COMPANY EMPLOYEE BENEFITS
AT COMPLETION OF THE PHMC

Under the PHMC, FH made certain good faith commitments which were intended to decrease the dependence of the local economy on the DOE Hanford payroll. As part of that commitment, FH and its subcontractors committed to outsource a significant number of jobs and incumbent personnel to enterprise companies (ENCO). In connection with that outsourcing, FH was directed by RL over a 12 year period to provide the described protections to the eligible ENCO employees. The most recent direction from RL essentially authorized the ENCO eligibility on an ongoing basis, further reinforcing an expectation that their special benefits would extend in perpetuity. Costs incurred in connection with the described protections were deemed to be allowable under the PHMC. With the period of performance of the PHMC concluding, steps must be taken to disposition any further liability to DOE and also ensure that FH and the Fluor Corporation will not be financially or otherwise liable for ENCO employees.

The Hanford Operations and Engineering Pension Plan

The Hanford Operations and Engineering Pension Plan (Pension Plan) currently recognizes three remaining ENCO employers: EnergySolutions Federal Services, Inc. (formerly Rust, Waste Management, and Duratek), Fluor Federal Services (formerly Fluor Daniel Northwest), and Lockheed Martin Services, Inc. AREVA (formerly COGEMA Engineering Corporation) ceased to be recognized by the Pension Plan as an ENCO employer effective January 1, 2008. There are currently 384 eligible ENCO participants with an accrued pension benefit. Below is a breakdown by ENCO:

Enterprise Company Employer	Number of Eligible Enterprise Company Pension Participants
EnergySolutions Federal Services, Inc.	36
Fluor Federal Services	158
Lockheed Martin Services, Inc.	190
Total:	384

Article 4.2 of the Pension Plan document states the following:

...An Enterprise Company Participant who transfers from employment by an Employer to employment by an Enterprise Company shall for purposes of this Article be treated as if he incurred a Severance from Employment as of the earlier of (i) the date he ceases to be employed by the Enterprise Company or its successor, (ii) the date the Enterprise Company ceases to qualify as an Enterprise Company, or (iii) the date he ceases to be eligible to receive imputed compensation pursuant to Article 1.17(c). Provided, the foregoing sentence shall apply only with respect to an Enterprise Company or its successor thereto to which the Enterprise Company Participant is transferred on or after October 1, 1996 and before January 1, 1997.

The cost of providing vesting service and compensation credit for the eligible ENCO employees is a funding cost under the Pension Plan borne by all sponsoring employers and ultimately by DOE. Concurrent with the end of the period of performance under the PHMC, the concept of "Enterprise Company" will cease to exist (FH understands that there will be no continuation of the ENCOs under the Mission Support Contract). Therefore, consistent with Article 4.2 of the Pension Plan, those entities identified as ENCOs will cease to qualify as ENCOs with the result that eligible ENCO employees will cease to accrue vesting service and compensation credit under the Pension Plan.

Severance Pay and Dislocated Worker Medical Benefits

Eligible ENCO employees have also been provided separation pay protection. For the same reasons outlined above, FH concludes that continuation of that protection should rightly cease as of the end of the period of performance under the PHMC. However, RL may wish to consider another option because cessation and/or continuation of severance and dislocated worker medical benefits are not clearly addressed in any other Plan documents.

Based upon direction provided to FH from RL, eligible ENCO employees may receive separation pay benefits and dislocated worker medical benefits in the event of an involuntary layoff. Unlike the Pension Plan, the Hanford Employee Welfare Trust (HEWT) currently recognizes four remaining ENCO employers. There are currently 398 individuals employed by the enterprise companies that still meet the criteria for Separation Benefits and Dislocated Worker Medical Benefits. Below is a breakdown by ENCO and the total liability for separation pay if all were involuntarily laid off as of September 30, 2008. Any liability for Dislocated Worker Medical Benefits has not been calculated and is, therefore, not included.

Enterprise Company Employer	Number of Employees	Separation Pay Liability
AREVA	15	\$ 480K
EnergySolutions Federal Services, Inc.	35	\$ 50K
Fluor Federal Services	158	\$ 6,700K
Lockheed Martin Services, Inc.	190	\$ 4,600K
Total:	398	\$11,830K

In the event of a reduction of force, the eligible ENCO employee would receive separation pay equal to one week of salary for each year of service, up to twenty weeks maximum, reduced by any severance pay received under a severance pay plan of the ENCO or its successor. The estimate above takes into account each ENCO's separation pay program and reflects the difference between that amount and what they would have received had they not transferred to the ENCO.

Each ENCO invoices FH for the difference when eligible employees are involuntarily separated, with costs currently shared between FH and CH2M HILL Hanford Group, Inc. (CH2M HILL) on a total cost basis. The costs are shared with CH2M HILL due to their Tank Farm Contract scope having been originally included in the PHMC.

Official Use Only

FH considered a range of options for disposition of ENCO severance obligations and makes the following recommendation as in the best interest of the government. FH's recommendation for administering involuntary separation pay and dislocated worker medical benefits is summarized below:

Offer the eligible ENCO employees a one-time lump sum settlement payment of their severance benefit based on years of service as of the end of the period of performance of the PHMC.

Pro	Con
Eliminates long-term liability growth and ongoing administration costs.	Estimated cost of \$11.8M (this may be partially offset by an amount up to \$3M of funding that may be available in the 2008 budget at the end of the fiscal year)
Would be viewed as a fair disposition of the benefits provisions and involves the least litigation risk.	

FH recommends the one-time payment of separation pay due to all eligible ENCO employees effective at the end of the period of performance of the PHMC. In addition to offering the most liability reduction, most commercial businesses link contract termination with Pension accrual termination, and severance benefits. This recommendation is consistent with the commercial approach. Eligible ENCO employees, upon signing a release of future liability, would receive a one-time payment equal to one week's pay for each year of service, up to a maximum of 20 weeks, reduced by any severance pay the eligible ENCO employee is eligible to receive now under a severance pay plan of the ENCO. FH proposes that the release of future liability include, but not be limited to, closure of severance accruals, release of the dislocated worker medical benefit, and closure of the pension accrual. If an ENCO employee refuses to sign a release of future liability, that employee will not receive the one-time payment, and that employee's eligibility for separation pay and dislocated medical worker benefits will terminate upon completion of the PHMC period of performance.

FH estimates the maximum cost of this recommendation to be \$11.8M, based upon the current number of eligible employees. This total will be reduced by severance paid by the ENCOs to eligible employees laid off in the near term as a result of the CHPRC transition. FH proposes to fund up to \$3M of the total cost with funds that may be available in the 2008 budget at the end of the fiscal year. Since the ENCO concept was originally created and perpetuated specifically for the PHMC, this proposal would "close the books" on the long-standing ENCO situation concurrent with the end of the PHMC period of performance.



Department of Energy
Richland Operations Office
P.O. Box 550
Richland, Washington 99352

0802810
CC Recd: 11/25/2008

09-AMA-0003

NOV 25 2008

Mr. B. J. Hanni, President
and Chief Executive Officer
Fluor Hanford, Inc.
Richland, Washington 99352

Dear Mr. Hanni:

CONTRACT NUMBER DE-AC06-96RL13200 – ENTERPRISE COMPANY EMPLOYEE
BENEFITS AT COMPLETION OF THE PROJECT HANFORD MANAGEMENT
CONTRACT

References: Letter, B.J. Hanni, FH, to D. A. Brockman, RL, "Enterprise Company Employee
Benefits at Completion of the Project Hanford Management Contract,"
FH-0802212, dated September 24, 2008.

Letter, to S. A. Sieracki, RL, to R. D. Hanson, FH, "Contract No. DE-AC-06-
96RL13200 – Discontinued 3161 Benefits for Enterprise Companies (ENCOS),"
00-PRO-268, 0000881, dated February 11, 2000.

Letter, S. A. Sieracki, RL, to H. J. Hatch, FH, "Contract No. DE-AC06-
96RL13200 - Section J, Appendix B, Section 4.3, Group Pension Plans,
Amendment for Enterprise Company Employees (ALF-96-003)," 9850698, dated
January 23, 1998.

Letter, S. A. Sieracki, RL, to H. J. Hatch, FH, "Contract No. DE-AC06-
96RL13200 – Employee Benefits – Project Hanford Management Contract
(PHMC) Enterprise Companies," 9700117, dated January 24, 1997.

In response to your letter, dated September 24, 2008, you asked for the following three items to
be approved:

1. RL Contracting Officer (CO) concurrence that eligible ENCO employees should cease accruing vesting service and compensation credit under the Hanford Operations and Engineering Pension Plan (Pension Plan) as of the end of the PHMC period of performance,
2. RL CO concurrence that FH and the Fluor Corporation will be released of any financial or other liability for separation pay and dislocated worker medical benefits protection for eligible ENCO employees as of the end of the PHMC period of performance, and

NOV 25 2008

3. RL CO approval of FH's recommendation for administering separation pay and dislocated worker medical benefits for these eligible employees subsequent to the end of the PHMC period of performance.


RL has reviewed and concurs with item 1 above.

With regard to item 2, RL concurs that as of the end of PHMC period of performance, FH and the Fluor Corporation will be released of the obligation to pay eligible ENCO employees separation pay and dislocated worker medical benefits.

RL, however, does not concur with your recommendation to offer the eligible ENCO employees a one-time lump sum settlement payment of their severance benefit based on years of service as of the end of the period of performance of the PHMC as set forth in item 3 and the attachment included with your letter.

If you have any questions, please contact me on (509) 376-8948.

Sincerely,


Sally A. Sieracki
Contracting Officer

AMA:LJT

cc: T. A. Beyers, FH
E. M. Cone, FH
M. S. Strickland, FH



July 28, 2009

FH-0901544

CONTRACT NO. DE-AC06-96RL13200

Mr. David A. Brockman, Manager
U.S. Department of Energy
Richland Operations Office
Post Office Box 550
Richland, Washington 99352

Dear Mr. Brockman:

REQUEST FOR RL APPROVAL OF THE AMENDMENTS TO THE HANFORD MULTI-EMPLOYER PENSION/SAVINGS PLANS

In accordance with PHMC Section J.B.4.3.1, this letter is to request RL approval prior to August 10, 2009, of the Fifth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering, the Second Amendment to the Hanford Multi-Employer Pension Plan, Hanford Guards Union, Local 21, the First Amendment to the Fluor Hanford, Inc. Savings Plan for Hanford Guards Union, Local 21, the Fourth Amendment to the Hanford Contractors Multi-Employer Savings Plan for HAMTC Represented Employees, the Fifth Amendment to the Hanford Multi-Employer Pension Plan, HAMTC – Represented Employees and the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering.

These amendments were approved on July 15, 2009, by the Pension & Savings Plan Committees. The Plans were amended to add Plan Sponsors supporting the Mission Support Contract, to remove Fluor Hanford, Inc. and CH2M HILL Hanford Group, Inc. as Plan Sponsors in the HAMTC Plans, to rename the Fluor Hanford, Inc. Savings Plan for Hanford Guards Union, Local 21, to add consistent withdrawal liability language, and to document that Enterprise Company participants will no longer receive service or compensation credit for Plan purposes from any Enterprise Company after August 23, 2009.

Mr. David A. Brockman
Page 2
July 28, 2009

FH-0901544
CONTRACT NO. DE-AC06-96RL13200

Questions or comments should be directed to E. M. Cone at 372-3323; contractual questions should be directed to J. P. Jarrett Jr. at 376-2383.

Very truly yours,

David G. Ruscitto
President and
Chief Executive Officer

clb/cs

Attachments: 6

RL – G. H. Branch
K. K. Mamiya
S. A. Sieracki

J. N. Gilbert
M. A. Partida
K. L. Andrews-Smith

G. A. Jones
D. S. Shoop
L. J. Tripp

Electronically Approved by:



UserName: Ruscitto, David (h0073550)

Title: President and Chief Executive Officer

Date: Tuesday, 28 July 2009, 02:44 PM Pacific Daylight Time

Meaning: Sign as David G. Ruscitto

**FOURTH AMENDMENT
TO THE
HANFORD MULTI-EMPLOYER PENSION PLAN,
HANFORD OPERATIONS AND ENGINEERING**

THIS FOURTH AMENDMENT to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering (the "Plan") is entered into this 15 day of July, 2009, to be effective as of August 24, 2009.

RECITALS

- A. The Plan was originally adopted June 29, 1987.
- B. Article 19 of the Plan permits the Plan Administrator to amend the Plan.
- C. The period of performance for the Project Hanford Management Contract ends August 23, 2009, with the transition to the Mission Support Contract.
- D. The Plan Administrator desires to amend the Plan to document that Enterprise Company Participants will no longer receive compensation for Plan purposes from any Enterprise Company after the end of the period of performance of the Project Hanford Management Contract.

AMENDMENT

- 1. Article 1.17(c) shall be amended in its entirety to read as follows:

Compensation received by an Enterprise Company Participant from an Enterprise Company or its successor subsequent to September 30, 1996, and prior to August 24, 2009. Provided, the foregoing sentence shall apply only with respect to an Enterprise Company or the successor thereof to which the Enterprise Company Participant is transferred on or after October 1, 1996 and before January 1, 1997 and shall cease to apply on the date he ceases to be employed by the Enterprise Company or successor for any reason, or in the event of the Participant's commencement of benefits hereunder. In no event will Compensation be credited

subsequent to the date the Enterprise Company ceases to be an Enterprise Company hereunder.

2. Article 1.18(c) shall be amended by replacing the fifth paragraph with the following paragraph:

To the extent required of a multi-employer plan under applicable regulations, Hours of Service for any other trade or business that is along with an Employer a member of a group of trades or businesses (whether or not incorporated) which are under common control, as defined in Code sections 414(b) and (c) or an affiliated service group as defined in Code section 414(m) as modified by Code sections 414(m)(5) and (6) (and any other entity required to be aggregated with the Employer pursuant to Code section 414(o) and the regulations thereunder shall be considered Hours of Service for the Employer). Except as otherwise provided, Hours of Service shall be credited and disregarded under the Plan in accordance with applicable regulations issued by the Department of Labor under the Employee Retirement Income Security Act of 1974, including without limitation, Reg. § 2520.210 applicable to multi-employer plans, which are incorporated herein by this reference. Notwithstanding the foregoing, the following exceptions shall apply:

- Hours of Service for each Employer which is a sponsor of the Plan shall be credited hereunder regardless of whether the service is contiguous or noncontiguous and regardless of whether it is Covered Service.
- Hours of Service for a member of the controlled group of which the Employer sponsor is a member which immediately precedes a transfer to Covered Service will be credited hereunder.
- Hours of Service for a member of the controlled group of which the Employer sponsor is a member which immediately follows a transfer from Covered Service will not be credited hereunder.
- Hours of Service which are noncontiguous noncovered service for a member of a controlled group of which the Employer sponsor is a member will not be credited hereunder. Provided, Hours of Service of an individual who transfers from Covered Service and is an Enterprise Company Participant will be counted through August 23, 2009.

DATED this 15 day of July, 2009.

PLAN ADMINISTRATOR OF THE HANFORD
MULTI-EMPLOYER PENSION PLAN, HANFORD
OPERATIONS AND ENGINEERING

By Chris M. Pen
Its Chair

On behalf of
Plan Administrator



Department of Energy
Richland Operations Office
P.O. Box 550
Richland, Washington 99352

09-AMA-0059

AUG 12 2009

Mr. R.M. Nichols, Jr., Acting President
and Chief Executive Officer
Fluor Hanford, Inc.
Richland, WA 99352

Dear Mr. Nichols:

CONTRACT NO. DE-AC06-96RL13200 - REQUEST FOR RL APPROVAL OF THE
AMENDMENTS TO THE HANFORD MULTI-EMPLOYER PENSION/SAVINGS PLANS

Reference: FHI Letter, to D.A. Brockman from D. G. Ruscitto, FH-0901544, dated July 28,
2009, Requesting approval of various amendments. Letter 09-AMA-0003, to B.J.
Hanni from Sally Sieracki, dated November 25, 2008, "Enterprise Company
Employee Benefits at Completion of the Project Hanford Management Contract."

The Department of Energy (DOE) approves the following amendments.

- First Amendment to the Fluor Hanford, Inc., Savings Plan for Hanford Guards Union, Local 21
- Second Amendment to the Hanford Multi-Employer Pension Plan, Hanford Guards Union, Local 21
- Fifth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering
- Fifth Amendment to the Hanford Multi-Employer Pension Plan, HAMTC – Represented Employees.

DOE will not approve the following amendments.

- Fourth Amendment to the Hanford Contractors Multi-Employer Savings Plan for HAMTC Represented Employees
- Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering.

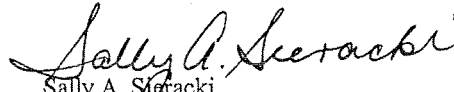
The Fourth Amendment to the Multi-Employer Savings Plan for HAMTC Represented Employees cannot be approved as the document was not provided for review.

AUG 12 2009

After further consideration of the concurrence provided in the letter to Mr. Hanni, dated November 25, 2008, the Department does not agree with the position that the ENCO employees should cease to accrue vesting service and compensation credit under the Hanford Operations and Engineering Pension Plan at the end of the period of performance of the Project Hanford Management Contract. Due to this change the Department cannot approve the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering.

If you have any questions, please contact me on (509) 376-8948 or you may contact Larry Tripp on (509) 376-2727.

Sincerely,


Sally A. Steracki
Contracting Officer

AMA:LJT

cc: E. M. Cone, FH
M. S. Strickland, FH



August 19, 2009

FH-0901842 R1
CONTRACT NO. DE-AC06-96RL13200

Mr. David A. Brockman, Manager
U.S. Department of Energy
Richland Operations Office
Post Office Box 550
Richland, Washington 99352

Dear Mr. Brockman:

REQUEST FOR RL APPROVAL OF THE AMENDMENTS TO THE HANFORD MULTI-EMPLOYER PENSION/SAVINGS PLANS

Reference: Letter, S. A. Sieracki, RL to R. M. Nichols, FH, "Request For RL Approval Of The Amendments To The Hanford Multi-Employer Pension/Savings Plans, " 09-AMA-0059, 0901842, dated August 12, 2009.

In accordance with PHMC Section J.B.4.3.1 and subsequent to the reference, this letter is to request RL approval of the Fourth Amendment to the Hanford Contractors Multi-Employer Savings Plan for HAMTC Represented Employees and the Sixth Amendment to the Hanford Multi-Employer Pension Plan Hanford Operations and Engineering. These amendments were approved on July 15, 2009 and August 14, 2009, respectively, by the Pension & Savings Plan Committees. FH requests RL approval no later than August 21, 2009.

The Plans were amended to add Plan Sponsors supporting the Mission Support Contract, to remove Fluor Hanford, Inc. and CH2MHill Hanford Group, Inc. as Plan Sponsors in the HAMTC Plan, and to revoke the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering and to amend the Plan so that certain employees will continue to receive compensation credit after August 23, 2009.

Questions or comments should be directed to E. M. Cone at 372-3323; contractual questions should be directed to J. P. Jarrett, Jr. at 376-2383.

Very truly yours,

Robert M. Nichols
Acting President and
Chief Executive Officer

Attachments 2

RL – G. H. Branch
K. K. Mamiya
S. A. Sieracki

J. N. Gilbert
M. A. Partida
K. L. Andrews-Smith

G. A. Jones
D. A. Shoop
L. J. Tripp

Electronically Approved by:

A handwritten signature in black ink, appearing to read 'Mark Peres', with a stylized, flowing script.

UserName: Peres, Mark (h0027215)

Title: Vice President, Richland Operations Office

Date: Wednesday, 19 August 2009, 09:40 AM Pacific Daylight Time

Meaning: Signed per Direction of the FH President's Office

**SIXTH AMENDMENT
TO THE
HANFORD MULTI-EMPLOYER PENSION PLAN,
HANFORD OPERATIONS AND ENGINEERING**

THIS SIXTH AMENDMENT to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering (the "Plan") is entered into this 14 day of August, 2009, to be effective as of August 24, 2009.

RECITALS

- A. The Plan was originally adopted June 29, 1987.
- B. Article 19 of the Plan permits the Plan Administrator to amend the Plan.
- C. The period of performance for the Project Hanford Management Contract ends August 23, 2009, with the transition to the Mission Support Contract.
- D. The Plan Administrator desires to revoke the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering and to amend the Plan so that certain employees of Fluor Federal Services, Lockheed Martin Services, Inc., Energy Solutions Federal Services, Inc., and certain employees that are hired directly to a PHMC successor contractor, named preselected subcontractor, or teammate, will continue to receive compensation and vesting credit for Plan purposes after September 30, 2008.

AMENDMENT

- 1. The Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering is hereby revoked.
- 2. Article 1.17(c) shall be amended to add the following paragraph:
 - A Participant employed by Fluor Federal Services, Lockheed Martin Services, Inc., or Energy Solutions Federal Services, Inc. who is being credited with Compensation under this Article 1.17(c) on August 23, 2009, shall continue to be credited with

Compensation received from Fluor Federal Services, Lockheed Martin Services, Inc., or Energy Solutions Federal Services, Inc., until the date that the Participant ceases to be employed by that employer for any reason, or in the event of the Participant's commencement of benefits hereunder. Provided, a Participant employed by Fluor Federal Services, Lockheed Martin Services, Inc., or Energy Solutions Federal Services, Inc. who is being credited with Compensation under this Article 1.17(c) on September 30, 2008, that hires directly to a Project Hanford Management Contract (PHMC) successor contractor, named preselected subcontractor, or teammate, shall be credited with Compensation received from the PHMC successor contractor, named preselected subcontractor, or teammate, until the date that the Participant ceases to be employed by the PHMC successor contractor, named preselected subcontractor, or teammate for any reason (unless the Participant is hired directly by another PHMC successor contractor, named preselected subcontractor, or teammate), or in the event of the Participant's commencement of benefits hereunder.

DATED this 14 day of August, 2009.

PLAN ADMINISTRATOR OF THE HANFORD
MULTI-EMPLOYER PENSION PLAN, HANFORD
OPERATIONS AND ENGINEERING

By Elaine M. Carr
Its Chair

From: Strickland, Michael S
To: ^Correspondence Control-PHMC
Cc: Strickland, Michael S
Subject: 1000462 - CLOSING DOE-RL OPEN ACTIONS
Date: Friday, April 09, 2010 7:19:28 AM

1000462
CC Recd: 04/09/2010

Based on receipt of the below message from the RL Contracting Officer, please assign this message an incoming correspondence number, scan the message, distribute to the following and put into IDMS as a record.

Distribution – DW Fraley, E. Capetillo, LE Tegeler (Assignee), MS Strickland

If there are any questions regarding this message, please let me know.

Michael Strickland, Acting Director
PHMC Closeout Office
(509) 372-8388

Notice: The information contained in and/or attached to this email message may contain Contract Sensitive information and should be treated as such. If you have received this email in error, please do NOT distribute the information further and notify the sender immediately either via email or by telephone.

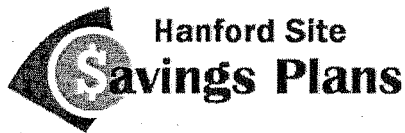
From: Branch, Gigi H
Sent: Wednesday, April 07, 2010 4:22 PM
To: Strickland, Michael S
Subject: Closing RL Open Actions

Michael,

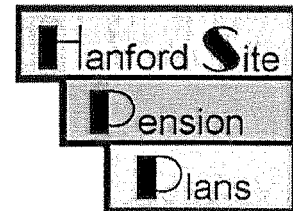
As discussed in our monthly interface meeting today, the following RL Open Action Items are considered overtaken by other events and require no further actions. Let me know if you have questions or foresee any problems with closing out these actions.

FH-0802927, FH-0600902.2, FH-0900469AR3, FH-0900818, FH-0802487R1, FH-0900951, FH-0900933, FH-0901143, FH-0901466, FH-0901619, and FH-0901842R1.

Gigi H. Branch
Contracting Officer



2425 Stevens Center
P.O. Box 1000, H3-08
Richland, WA 99352



OFFICIAL USE ONLY

May be exempt from public release under the Freedom of Information Act
(5 U.S.C. 552) Exemption number(s) and category: Exemption 4, 5
Commercial/Proprietary, Privileged Information
Department of Energy review required before public release
Name/Org: FH Benefits Accounting Date: 03-02-2009
Guidance (if applicable):

BUSINESS SENSITIVE

To: K. B. Adamson, PNNL J2-05* Date: July 15, 2009
T. A. Beyers, FH H2-25
K. E. Isett, FH H7-01
N. F. Grover, BNI Richland*
T. A. Heidelberg, WCH H0-07
J. Hwang, ATL Richland*
H. Lacher, CHPRC H9-05
D. Lenseigne, CHG H6-11
J. K. Murphy, Parsons Pasco
B. R. Thomas, WRPS H6-11*(late)
C. Way, ENW RCHN*
P. A. Weiher, JCI L4-85
K. L. Whitten, WCH H4-13

From: E. M. Cone, FH H3-08 Telephone: 372-3323

cc: K. Door, ATL Richland S. D. Martin, FH H3-08*
D. B. Cartmell, CHG H6-11* J. P. Millbauer, HAMTC T1-31
T. L. Clark, FH H3-08* S. Ohman, JCI L4-85*
J. Curtis, FH Legal B3-15* F. Powers, WCH H0-08*
T. Y. Evans, HGU T1-98* L. A. Ramos, FH H2-23
H. D. Goldie-Baker, FH H3-08 V. Lee, Wurts & Assoc. Seattle*
J. T. Froggatt, Attorney DWT W. W. Wurts, Wurts & Assoc. Seattle*
J. Belfiglio, Attorney DWT EMCLB
V. F. Johnson, BNI Richland (* not in attendance)
F. F. Deacy, FH H3-08

Subject: **SPECIAL PENSION & SAVINGS PLANS COMMITTEES MEETING – Transition**

Additional Attendees: C. L. Stubbs, FH; D. W. Fraley, FH; K. Renteria, PNNL; E. Pacheco, HGU

The meeting was called to order by Ms. Cone, Chairman and introductions were made around the room. Ms. Cone announced the following delegations: Mr. Thomas delegated his vote to Mr. Sansotta until his arrival. Ms. Way delegated her vote to Ms. Cone. The meeting was turned over to the presenters.

Sponsors

*Advanced Technologies and Laboratories International, Inc. *Babcock Services PRC, LLC *Bechtel National, Inc.- Hanford Site Pension Plans
Only *Cavanaugh Services Group PRC, LLC *CH2MHILL Hanford Group, Inc. *CH2M Hill Plateau Remediation Company *Eberline Services Hanford, Inc.
*Energy Northwest *Energy Solutions Federal Services of Hanford, Inc. *EnRep PRC, Inc. *Fluor Hanford, Inc. *GEM Technology-PRC, Inc. *Johnson Controls, Inc. *M&EC PRC, Inc. *Pacific Northwest National *Parsons Hanford Fabricators, Inc. *Washington Closure Hanford LLC *Washington River Protection Solutions, LLC

Not Responsive to Request

Not Responsive to Request

204(h) Notice & Amendment - ENCO's

Mr. Froggatt directed the committee's attention to the Notice of Plan Amendment [204(h)], which will be sent to the participants of Enterprise Companies. Accompanying the notice to the participants would be a letter from the Hanford Site Pension Plans and Hanford Employee Welfare Trust explaining their options. Under the MSA contract, there is no provision for Enterprise Companies. Fluor Hanford (FH) will

maintain a small closeout office, but would not include any Enterprise Company employees. As such, vesting and compensation credit will cease effective August 23, 2009 when the PHMC period of performance ends. Some minor revisions will be made to the Notice and the letter correcting dates in section II (ii) of the notice, and removing AREVA NC, Inc. from section II (iv) of the notice and the letter. Mr. Froggatt also discussed the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering, which documents the changes to the Pension plan as outlined in Notice and cover letter. Ms. Cone referenced a November 25, 2008, letter received from DOE RL – *Enterprise Company Employee Benefits at Completion of the Project Hanford Management*. Based on this direction, and after discussion, the committees sent a proposal to the floor.

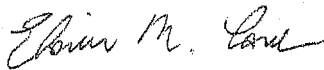
It was proposed that the committee accept the Notice of Plan Amendment, Participant letter with the revisions proposed by the committee and the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering.

Motion: The proposal was moved to the floor for committees vote. Motion carried in a vote; seven approved, one opposed and two abstentions.

Not Responsive to Request

Meeting was adjourned at 10:30 a.m.

Sincerely,



E. M. Cone
Chair, Pension and Savings Committees

cls

Appendix:

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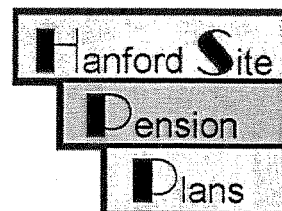
Not Responsive to Request

12. Enterprise Company Employee FAQ's (draft)
13. Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations & Engineering (draft)
14. ENCO Cover Letter (draft)
15. 204(h) Notice of Plan Amendment (draft)

Not Responsive to Request



2425 Stevens Center
P.O. Box 1000, H3-08
Richland, WA 99352



OFFICIAL USE ONLY

May be exempt from public release under the Freedom of Information Act
(5 U.S.C. 552) Exemption number(s) and category: Exemption 4, 5
Commercial/Proprietary, Privileged Information
Department of Energy review required before public release
Name/Org: FH Benefits Accounting Date: 03-02-2009
Guidance (if applicable):

BUSINESS SENSITIVE

To: K. B. Adamson, PNNL J2-05 Date: August 14, 2009
T. A. Beyers, FH H2-25
N. F. Grover, BNI RCHN*
T. A. Heidelberg, WCH H0-07
J. Hwang, ATL RCHN*
H. Lacher, CHPRC H9-05
D. Lenseigne, CHG H6-11*
B. R. Thomas, WRPS H6-11
H. D. Goldie-Baker, FH H2-23
J. T. Froggatt, Attorney DWT (via phone)
S. D. Martin, FH H3-08

From: E. M. Cone, FH H3-08 Telephone: 372-3323

cc: L. C. Brandt, FH H7-01 P. A. Weiher, JCI
K. Door, ATL RCHN K. L. Whitten, WCH L4-85
T. L. Clark, FH H3-08 J. P. Millbauer, HAMTC H4-13
T. Y. Evans, HGU T1-98 S. Ohman, JCI T1-31
J. Belfiglio, Attorney DWT F. Powers, WCH L4-85
V. F. Johnson, BNI RCHN L. A. Ramos, FH H0-08
F. F. Deacy, FH H3-08 V. Lee, Wurts & Assoc. H2-23
J. K. Murphy, Parsons Pasco W. W. Wurts, Wurts & Assoc. Seattle
C. Way, ENW RCHN EMCLB Seattle
(* not in attendance)

Subject: **SPECIAL PENSION & SAVINGS PLANS COMMITTEES MEETING – Sixth
Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and
Engineering**

The Special Pension Plan Committees meeting for Operations and Engineering was called to order by Ms. Cone, Chairman and introductions were made around the room. Ms. Cone announced that Mr. Lenseigne delegated his vote to Mr. Lacher. The committee's attention was turned to the issues and concerns from the denial of the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering, which was approved by the committees in the July 15th, 2009 Quarterly Committee meeting. There was discussion concerning the (b)(5)

(b)(5) as referenced in the July 15th

Sponsors

*Advanced Technologies and Laboratories International, Inc. *Babcock Services PRC, LLC *Bechtel National, Inc.- Hanford Site Pension Plans
Only *Cavanaugh Services Group PRC, LLC *CH2MHILL Hanford Group, Inc. *CH2M Hill Plateau Remediation Company *Eberline Services Hanford, Inc.
*Energy Northwest *Energy Solutions Federal Services of Hanford, Inc. *EnRep PRC, Inc. *Fluor Hanford, Inc. *GEM Technology-PRC, Inc. *Johnson Controls,
Inc. *M&EC PRC, Inc. *Pacific Northwest National *Parsons Hanford Fabricators, Inc. *Washington Closure Hanford LLC *Washington River Protection Solutions,
LLC

meeting minutes. The committee is being asked to adopt the Sixth Amendment revoking the Fourth Amendment. The same issues remain in passing the Sixth Amendment that were present during the passing of the Fourth Amendment, which is who will pay for the Enterprise Companies portion of the contributions with the closing of Fluor's contract? The committee also expressed (b)(5)

(b)(5)

Mr. Froggatt, Plan Counsel provided further clarification to the committee that (b)(5)

(b)(5)

Intense discussion centered around the information provided to the committee at previous committees meetings and funding sources. A request was made for the November 25, 2008 letter received from DOE RL - *Enterprise Company Employee Benefits at Completion of the Project Hanford Management* be referenced again for the purposes of further clarification. The committees had relied on the information provided.. The committee then referenced the August 12, 2009 letter from DOE, which was inconsistent with the previous letter. This letter denied the approval of the Fourth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering. At present, DOE is retracting the November 25, 2008 letter with respect to compensation credit.

The committee expressed concerns that they thought would arise in (b)(5)

(b)(5)

DOE is neither considered a fiduciary in

the plan nor a plan sponsor, (b)(5)

With the committee's concerns addressed and free from any issues the committee, with Plan Counsel began revising the Sixth Amendment to the Plan. The committee using the proposed Plan Amendment worked on clarification of specific language. Some of the language to be included, but not limited follows: "a participant (Enterprise Company employee) hired directly to a PHMC successor, teammate, or preselected named subcontractor" will be used. The Sixth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering is the result.

Some restrictions will remain in place between companies that are not the successor (to the PHMC) contractor, teammate, or named preselected subcontractor. Enterprise Company employees that move to either MSA or CHPRC or one of their subcontractors, teammates, or preselected named subcontractors would remain in the plan and continue to receive their High 5's. Those that chose to move between Enterprise Companies will be considered terminated from the plan.

One clarifying point the committees made is that distribution of benefits is based on severance from employment. If they are benefiting under the plan, distribution will not be allowed as employment will not have been severed. With the Plans current structure there would be no way under the tax code to give an option of taking a distribution or taking a compensation credit (High 5).

It was proposed that as a result of

- DOE not approving the Fourth Amendment per their August 12, 2009 letter

- (b)(5)

(b)(5)

It is the recommendation of the committee that we accept the wording for the Sixth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operating and Engineering.

Motion: The proposal was moved to the floor for the committee vote. Motion carried unanimously.

Meeting was adjourned at 4:20 p.m.

Sincerely,

E. M. Cone
Chair, Pension and Savings Committees

cls

Appendix:

1. Fourth Amendment to the Hanford multi-Employer Pension Plan, Hanford Operations & Engineering (approved by committee)
2. Sixth Amendment to the Hanford Multi-Employer Pension Plan, Hanford Operations & Engineering (red lined)
3. DOE Approval/Denial Letter for the Fourth Amendment from 07/15/09
4. Excerpts from the O&E Pension Document – Section 1.14 thru 1.17(e) & 4.2

Tripp, Larry

From: Gilbert, Joyce N
Sent: Thursday, August 06, 2009 6:21 PM
To: Brockman, David A
Cc: Jones, Gregory A (DOE); Tripp, Larry J
Subject: ENCO Considerations
Attachments: ENCO Options at PHMC close.docx

Importance: High
Sensitivity: Confidential

Dave: Based upon our last discussion regarding ENCOs, we have (b)(5)

(b)(5)

(b)(5) If you have time to discuss tomorrow, please give me a call on my cell: 521-3465 and I will make myself available. Thanks

Enterprise Company

(b)(5)

During our meeting Friday July 31st CIR was asked to (b)(5)

(b)(5)

The plan document was amended in 1996 to reflect that when the Enterprise Company ceased to qualify as an Enterprise Company the benefits granted above would stop. (b)(5)

(b)(5)

The employees who were mapped to Enterprise Companies have been eligible to participate in their company's retirement plans.

We have been hearing that one of the Contractor's senior staff members has stated that he just wants to take care of his people. (b)(5)

(b)(5)

(b)(5)

To qualify for the Early Retirement Benefit of the Plan employees must meet two criteria, have 10 years of service and reach age 55. As of August 23, 2009 there will be 132 ENCO employees that do not qualify for the Early Retirement Benefit because of their age.

The ENCO employees that are under age 55 range in age from 37 years old to age 54. (b)(5)

(b)(5)

Overall Points

(b)(5)

(b)(5)

- August 4, 2009, Colleen French, Joyce Gilbert and Larry Tripp were on a teleconference with representatives from Senator Murray and Senator Cantwell's offices. Both offices (b)(5)

(b)(5)

- On August 6, 2009, Greg Jones, Joyce Gilbert and Larry Tripp met with Don Farmer and Bob O'Keefe with the IG's office. Mr. Farmer had requested a

(b)(5)

Tripp, Larry

From: Goldie-Baker, Heather D
Sent: Thursday, August 20, 2009 11:25 AM
To: Ramos, Lynn; Cone, Elaine M; Deacy, Frederick F; Tripp, Larry J; 'Froggatt, Jason'
Subject: RE: Amended ENCO letter-08-20-09.docx

Thanks Lynn. Looks good to me.

Heather Goldie-Baker, Manager
Site Benefits Design & Administration
Fluor Hanford, Inc.
P.O. Box 1000, MSIN H2-23
Richland, WA 99352
Phone (509) 372-1385
Fax (509) 376-1404

From: Ramos, Lynn
Sent: Thursday, August 20, 2009 10:54 AM
To: Cone, Elaine M; Deacy, Frederick F; Tripp, Larry J; Goldie-Baker, Heather D; 'Froggatt, Jason'
Subject: Amended ENCO letter-08-20-09.docx
Importance: High

All-

Please review the attached and make any changes to it you feel are necessary and send back to me within the next hour. Per Larry, we will send this letter out via email and out postal mail by COB today.

Thanks.

Lynn

Lynn Ramos, HR Specialist
P.O. Box 1000, H2-23
Richland, WA 99352
Phone: 509.376.0623
Fax: 509.376.1404

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Tripp, Larry

From: Ramos, Lynn
Sent: Thursday, August 20, 2009 12:26 PM
To: Cone, Elaine M; Goldie-Baker, Heather D; Deacy, Frederick F
Cc: Stubbs, Cherie L; Tripp, Larry J; 'Froggatt, Jason'; Ramos, Lynn
Subject: Amended ENCO letter-08-18-09.docx
Attachments: Amended ENCO letter-08-18-09.pdf

This is the final copy of the ENCO to be used for printing purposes as well as sending to our contacts with the ENCO companies. Thank you all for your work and time!

Lynn

Lynn Ramos, HR Specialist
P.O. Box 1000, H2-23
Richland, WA 99352
Phone: 509.376.0623
Fax: 509.376.1404

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August 20, 2009

Dear Plan Participant:

Please consider this letter as a follow up to the notice you received dated August 1, 2009 regarding the Hanford Site Enterprise Company (ENCO) employees. As you are aware, the Project Hanford Management Contract's period of performance will end August 23, 2009, and the remaining work scope will be transitioned to the Mission Support Contract (MSC). Under the MSC, there are no provisions or allowances for ENCO employees.

However, the Hanford Multi-Employer Hanford Operations and Engineering Pension Plan was amended August 14, 2009 to continue these special provisions through your employer. Under this modification, current ENCO employees with Lockheed Martin Services, Inc., EnergySolutions Federal Services, Inc., and Fluor Government Group, with a Hanford Site Multi-Employer Pension Plan benefit will continue to receive compensation and vesting credit in the Plan. If you hire directly to the Mission Support Alliance, LLC. (MSA), CH2M Hill Plateau Remediation Company (CHPRC) or an eligible MSA/CHPRC preselected subcontractor or teammate, you will continue to be credited with compensation and vesting credit with that employer.

You may be eligible for a distribution of your accrued pension benefit upon termination of your employment with aforementioned contractors, subcontractors, or teaming partners.

Additionally, if your work scope is transferred to Mission Support Alliance (MSA), CH2MHill Plateau Remediation Company (CHPRC), or an eligible MSA/CHPRC preselected subcontractor or teammate, your years of service for the calculation of severance benefits will be transferred to the new employer. If you remain employed with your current ENCO employer, you will continue to be eligible for severance benefits.

If you have any questions, you may contact the Plan Administrator via email: Plan_Administrator@rl.gov.

Sincerely,

Elaine M. Cone, Director
Fluor Hanford Benefits Accounting
On Behalf of the Hanford Site Pension Plans

Heather D. Goldie-Baker, Manager
Site Benefit Design & Administration
On Behalf of the Hanford Employee Welfare Trust

Gilbert, Joyce

From: Cone, Elaine M
Sent: Monday, July 27, 2009 3:29 PM
To: Tripp, Larry J
Cc: Gilbert, Joyce N; Goldie-Baker, Heather D
Subject: FW: ENCO communication
Attachments: ENCO cover letter 7-22-09 (Final).doc; 204(h) Notice (ENCO).doc

FYI

From: Deacy, Frederick F
Sent: Thursday, July 23, 2009 1:48 PM
To: Cone, Elaine M; Biberstine, Cheryl L; Stubbs, Cherie L; Martin, Scott D; Sullivan, Jeri A; Clark, Tami L; Ransom, Janae; Farmer, Carolina R; Bates, K F (Kathy); Dupuis, Ruth Y; Ramos, Lynn
Subject: ENCO communication

The attached has been put in the mail to 327 ENCO participants. Please let me know if you have any questions.

Thanks,

Fred

Frederick F. Deacy, SPHR

Team Lead, Benefits Accounting

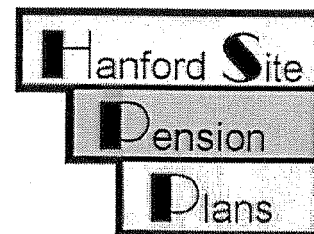
Fluor Hanford, Inc.

P.O. Box 1000, H3-08

Richland, WA 99352

Phone 509-376-1995

Fax 509-376-2097



August 1, 2009

Dear Plan Participant:

Attached please find a Notice of Plan Amendment as required by Federal Law. The amendment described in the notice has been adopted to clarify language in the Hanford Site Multi-Employer Pension Plan that was the result of Enterprise Companies formed under the Project Hanford Management Contract (PHMC).

With the PHMC's period of performance ending August 23, 2009 and the remaining work scope transitioning to the Mission Support Contract (MSC), Enterprise Companies (ENCO) will cease to exist. Under the MSC, there is no provision or allowance for ENCO's. As a result, there will be no additional pension accruals for vesting and salary for the Enterprise Company employees after August 23, 2009.

ENCO employees with Lockheed Martin Services, Inc. and EnergySolutions Federal Services, Inc. with a Hanford Site Multi-Employer Pension Plan benefit may elect to receive a distribution of their pension benefit after August 23, 2009. Fluor Government Group employees with a Hanford Site Multi-Employer Pension Plan benefit may elect to receive a distribution upon completion of PHMC close out when Fluor Hanford, Inc., a member of Fluor's Control Group, withdraws as a Pension Plan Sponsor.

You may be eligible for an early retirement subsidy if you have more than 10 years of vesting service and are age 55 years or older by August 23, 2009. If you choose to commence your benefit early, your normal pension benefit will be reduced at 0.5% per month from age 60. If you choose to take your benefit in the form a lump sum, or if you are less than age 55, your benefit will be reduced by 0.5% a month from age 65.

Additionally, in the event you are laid off from employment as part of a reduction of force prior to 8/24/09 you will be eligible for severance benefits under the Site Severance Pay Plan. If the ENCO work scope you are performing is transferred to Mission Support Alliance (MSA), CH2MHill Plateau Remediation Company (CHPRC), or a MSA/CHPRC subcontractor and you are subsequently hired by one of these employers; your years of service for the calculation of severance benefits will be transferred to the new employer.

ENCO employees who are offered and decline a position with MSA, CHPRC or one of their HEWT sponsoring subcontractors will forfeit their eligibility for ENCO severance benefits.

Please read the notice in its entirety and utilize the contact information provided in it for any questions or concerns.

Sincerely,

Elaine M. Cone, Director
Fluor Hanford Benefits Accounting
On Behalf of the Hanford Site Pension Plans

Heather D. Goldie-Baker, Manager
Site Benefit Design & Administration
On Behalf of the Hanford Employee Welfare Trust

Sponsors

*Advanced Technologies and Laboratories International, Inc. *Babcock Services PRC, LLC *Bechtel National, Inc.- Hanford Site Pension Plans

Only *Cavanaugh Services Group PRC, LLC *CH2MHILL Hanford Group, Inc. *CH2M Hill Plateau Remediation Company *Eberline Services Hanford, Inc.

*Energy Northwest *Energy Solutions Federal Services of Hanford, Inc. *EnRep PRC, Inc. *Fluor Hanford, Inc. *GEM Technology-PRC, Inc. *Johnson Controls, Inc.

*M&EC PRC, Inc. *Pacific Northwest National *Parsons Hanford Fabricators, Inc. *Washington Closure Hanford LLC

*Washington River Protection Solutions, LLC

NOTICE OF PLAN AMENDMENT

To: Enterprise Company Participants in the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering and their Beneficiaries and Alternative Payees under a Qualified Domestic Relations Order.

Re: Compensation and Service with Enterprise Companies after August 23, 2009

I. Introduction

This Notice is being provided pursuant to 204(h) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and Section 4980F of the Internal Revenue Code, because an amendment has been adopted to the Hanford Multi-Employer Pension Plan Hanford Operations and Engineering ("the Plan") that may reduce the amount of the future benefit that you receive from the Plan.

II. Explanation of Amendments

(i) Description of Current Plan Provision. Currently, if you are an Enterprise Company Participant, you receive credit for your compensation for work with an Enterprise Company for purposes of calculating your pension benefit under the Plan. You may also receive service credit for the purposes of vesting.

(ii) Description of Amendments. Effective August 24, 2009, compensation received from an Enterprise Company after August 23, 2009 will not be considered for the purposes of calculating your pension benefit under the Plan. Service with an Enterprise Company after August 23, 2009, will not be counted for vesting or any other purpose under the Plan.

(iii) Effect of the Amendment. Your pension benefit under the Plan will not decrease because of this amendment. However, after August 23, 2009, you will not receive credit for compensation received from an Enterprise Company. Accordingly, your pension benefit may not increase with additional service with an Enterprise Company. Additionally, because you are no longer receiving credit for compensation, you may be able to elect to retire from the Plan and commence benefits.

(iv) Definition of Enterprise Company Participant. The definition of Enterprise Company Participant was not changed by the Amendment. An Enterprise Company Participant is a Participant in the Plan who transferred to the employment of an Enterprise Company from an Employer or another Enterprise Company on or after October 1, 1996 and before January 1, 1997. Enterprise Company means Fluor Federal Services; Lockheed Martin Services, Inc.; and, Energy Solutions Federal Services, Inc.

III. Questions

**Please submit your request to receive your pension benefit to Lynn Ramos at
Lynn_A_Ramos@rl.gov.**

**If you have any other questions about this amendment, please contact the Plan
Administrator at P.O. Box 1000, H3-08, Richland, Washington 99352.**

Date of Notice: August 1, 2009.

Tripp, Larry

From: French, Colleen C
Sent: Sunday, August 02, 2009 5:14 PM
To: Gilbert, Joyce N; Peterson, Shannon C
Cc: Oliver, Cindy L; Tripp, Larry J
Subject: RE: Message from Jessica at Doc Hastings Office

I talked to Dave on Friday afternoon and he let me know that Doc had called him. (b)(5)

(b)(5)

(b)(5) Anyway, will share more tomorrow. (b)(5)

(b)(5)

From: Gilbert, Joyce N
Sent: Friday, July 31, 2009 6:40 AM
To: Peterson, Shannon C
Cc: French, Colleen C; Oliver, Cindy L; Tripp, Larry J
Subject: RE: Message from Jessica at Doc Hastings Office

Shannon: Thanks for the heads-up. I think (b)(5)

(b)(5)

As far as I am concerned, (b)(5) I would suggest (b)(5)

(b)(5)

(b)(5)

Thanks

From: Peterson, Shannon C
Sent: Thursday, July 30, 2009 6:20 PM
To: Oliver, Cindy L; Gilbert, Joyce N
Cc: French, Colleen C
Subject: Message from Jessica at Doc Hastings Office

She called about 4:30 and said Doc Hastings will want to talk to Mr. Brockman regarding the issue you discussed with her a week or so ago. . . . Her cell is (b)(6) or office is 202-225-5816.

(b)(5)

Shannon

Tripp, Larry

From: Beyers, Todd A
Sent: Friday, July 10, 2009 7:18 AM
To: Gilbert, Joyce N; Oliver, Cindy L; Tripp, Larry J
Subject: ENCO REPOSE

Good Morning,

FYI- Below is the explanation to (b)(6) email.

Concurrent with the end of the period of performance under the Project Hanford Management Contract (PHMC), the concept of "Enterprise Company" will cease to exist and there is no continuation of the ENCOs under the Mission Support Contract. Therefore, consistent with the Hanford Operations and Engineering Pension Plan, those entities identified as ENCOs will cease to qualify as an ENCO with the result that eligible ENCO employees will cease to accrue vesting service and compensation credit under the Pension Plan. The early retirement benefits that were defined back in 1996 in the DOE press release and subsequent FH follow-up letter have not changed.

As of August 23, 2009, the end of the PHMC period of performance, those employees who are at least 55 years of age with 10 or more years of vesting service credit will be eligible for an early retirement subsidy from the Hanford Site Pension Plan. This means that benefits would be actuarially adjusted from age 60 down to the age the employee is at the time they commence their pension benefit. If they are not early retirement eligible at that date, then pension benefits would be actuarially adjusted from age 65. This is consistent with the information provided on page 3 of the FH follow up letter dated December 6, 1996.

A successor, as defined by the Hanford Site Severance Plan, is a "successor to the Enterprise Company's contract or subcontract or a company to which the ENCO workscope is transferred." (b)(5)

(b)(5)

Tripp, Larry

From: Gilbert, Joyce N
Sent: Friday, July 10, 2009 10:18 AM
To: Brockman, David A
Cc: French, Colleen C; Jones, Gregory A (DOE); Ward, Janis L; Shoop, Doug S; Carosino, Robert M; Tripp, Larry J
Subject: FW: Early Retirement Reduction

Dave: In an effort to keep you in the loop, just wanted to provide you with MSA's response to (b)(6) (see information, below). Also, for clarification purposes, the eligibility for retirement within the Hanford Site Pension Plan is as follows:

- Age 55 with 10 years of service or more (Penalty: Pension is actuarially adjusted from age 60 down to the age the employee is at the time the employee begins their pension benefit)
- Age 60 with 10 years of service or more (No Penalty)
- Age 65 with any years of service (No Penalty)

As the information below explains, if the ENCO person is not retirement eligible as of August 23, 2009 (the end of the PHMC period of performance), then the person's pension benefit will be actuarially adjusted from age 65. This is specifically spelled out in the Hanford Site Pension Plan document, which was created in 1996. (b)(6)
age 55 as of August 23, 2009.

Hope this helps – if you need additional information, just let me know.

Below is the explanation MSA provided to (b)(6) email.

- Concurrent with the end of the period of performance under the Project Hanford Management Contract (PHMC), the concept of "Enterprise Company" will cease to exist and there is no continuation of the ENCOs under the Mission Support Contract. Therefore, consistent with the Hanford Operations and Engineering Pension Plan, those entitled identified as ENCOs will cease to qualify as an ENCO with the result that eligible ENCO employees will cease to accrue vesting service and compensation credit under the Pension Plan. The early retirement benefits that were defined back in 1996 in the DOE press release and subsequent FH follow-up letter have not changed.
- As of August 23, 2009, the end of the PHMC period of performance, those employees who are at least 55 years of age with 10 or more years of vesting service credit will be eligible for an early retirement subsidy from the Hanford Site Pension Plan. This means that benefits would be actuarially adjusted from age 60 down to the age the employee is at the time they commence their pension benefit. If they are not early retirement eligible at that date, then pension benefits would be actuarially adjusted from age 65. This is consistent with the information provided on page 3 of the FH follow up letter dated December 6, 1996.
- A successor, as defined by the Hanford Site Severance Plan, is a "successor to the Enterprise Company's contract or subcontract or a company to which the ENCO work scope is transferred." In this case (b)(5)

(b)(5)

From: French, Colleen C
Sent: Wednesday, July 08, 2009 1:38 PM
To: Gilbert, Joyce N; Oliver, Cindy L; Tripp, Larry J
Subject: FW: Early Retirement Reduction

(b)(5)

From: Brockman, David A
Sent: Wednesday, July 08, 2009 1:03 PM
To: French, Colleen C; Jones, Gregory A (DOE); Ward, Janis L; Shoop, Doug S; Carosino, Robert M
Subject: FW: Early Retirement Reduction

(b)(5)

From: (b)(6)
Sent: Wednesday, July 08, 2009 12:47 PM
To: ^MSA-Hanford; Figueroa, Francisco A LMCO
Cc: Armijo, Jorge F (Frank); (b)(6) Beyers, Todd A; Brockman, David A; Willers, Kyle J
Subject: Early Retirement Reduction

Frank,

Since the box to ask questions on the MSA website is not big enough, I'll ask the question here. I believe this was also one of the nine questions that (b)(6) and (b)(6) submitted earlier this week that they felt were pertinent and of concern to Lockheed employees, but I have yet to see any response.

Based on the DOE press release of October 10, 1996 and follow up letter from FH dated December 6, 1996, that provided detailed explanations on the steps being taken to assist employees accepting employment with enterprise companies. Under section #3, EARLY RETIREMENT REDUCTION, it specifically reads: "For purposes of determining early retirement reductions, if any, employees who transfer to enterprise companies within the above time frame will be treated the same as they would have had they continued as an active participant in the O&E Pension Plan". It goes on to explain further that, "With the plan amendment, those who reach age 55 and 10 vesting years while with the enterprise company will have their early retirement reduction calculated from age 60."

It further clarifies under the ELGIBILITY section that these changes are applicable:

#3 "Only for so long as the transferred employee continues in the employment of the specific enterprise company, or its SUCCESSOR, to which he or she was transferred or is re-mapped during the above-identified time period.

Now my question. Frank, based on the above promises addressed in this DOE press release, how can the MSA in clear conscience, morally or ethically, change the Early Retirement Reduction age from 60 to age 65 for all those employees still under age 55 as of August 24, 2009.

(b)(6)

Tripp, Larry

From: Gilbert, Joyce N
Sent: Wednesday, July 22, 2009 7:03 AM
To: French, Colleen C
Cc: Tripp, Larry J; Oliver, Cindy L
Subject: RE: employee complaints re: pension

Colleen: As you may remember, I provided (b)(5) (b)(5), (b)(6)
(b)(5)

From: French, Colleen C
Sent: Tuesday, July 21, 2009 8:24 PM
To: Gilbert, Joyce N; Oliver, Cindy L
Subject: employee complaints re: pension

(b)(5)

From: Merkel, Joel (Cantwell) [mailto:Joel_Merkel@cantwell.senate.gov]
Sent: Tuesday, July 21, 2009 12:24 PM
To: French, Colleen C
Subject: RE: (b)(5)

Thanks Colleen. Can you take a look at the attached emails and let me know a convenient time to discuss further? Of course, the attached is sensitive and I would ask that you keep this confidential. Thanks.

Tripp, Larry

From: Gilbert, Joyce N
Sent: Tuesday, August 04, 2009 3:45 PM
To: Tripp, Larry J
Subject: FW: Concerned employees

FYI – so you know what I said

From: Gilbert, Joyce N
Sent: Tuesday, August 04, 2009 3:41 PM
To: Frey, Jeffrey A
Cc: Franco, Jose R (Joe); Erickson, Leif
Subject: RE: Concerned employees

Jeff: We are well aware of the messages you forwarded today and have been working very closely with (b)(5)

(b)(5) We are
continuing to (b)(5) If you would like to discuss, please give me a call on 521-3465. Also, please
(b)(5) Thanks

From: Frey, Jeffrey A
Sent: Tuesday, August 04, 2009 3:14 PM
To: Gilbert, Joyce N
Cc: Franco, Jose R (Joe); Erickson, Leif
Subject: FW: Concerned employees

Joyce.

(b)(5) I would like to meet with you and discuss
next steps. Please advise on when you'd like to follow-up....

Jeff

From: Franco, Jose R (Joe)
Sent: Tuesday, August 04, 2009 1:36 PM
To: Erickson, Leif; Frey, Jeffrey A
Subject: Concerned employees

Leif and Jeff
I received an email from (b)(6) about a concern with the new contract pension plan. I told him this
was not area but that I would forward it.

I really wasn't sure what to do with this.

Thanks
Joe

Tripp, Larry

From: Cone, Elaine M
Sent: Wednesday, August 05, 2009 4:55 PM
To: Adamson, Kevin B; Beyers, Todd A; Cone, Elaine M; Heidelberg, Tracy A; "James Murphy"; Hwang, Jou-Guang; Lacher, Harold (Harry); Lenseigne, Donald L; "Patrick A. Weiher"; Thomas, Brian R; "Way, Cindy"; "nfgrover@bechtel.com"; Hwang, Jou-Guang
Cc: Goldie-Baker, Heather D; Fraley, David W; Tripp, Larry J; Gilbert, Joyce N; 'Froggatt, Jason'
Subject: FW: Request for information regarding HWET letter
Attachments: HOE Pension 3rd AMD- 415 amend.DOC; HOE Pension 2nd AMD.DOC; 4th Amendment HOE Pension.pdf; HOE-Pension Plan-2008.pdf; HOE Pension - 1st AMD.DOC

This was my response. (b)(5)

Thanks,

Elaine

From: Cone, Elaine M
Sent: Wednesday, August 05, 2009 4:26 PM
To: (b)(6)
Subject: RE: Request for information regarding HWET letter

(b)(6)

Attached are the governing Plan Documents and all amendments. The last attached amendment is the one you specifically requested.

The other information that you request is information of the plan sponsors, that we can't disclose or do not have in our possession. Generally, the design of the plans is a plan sponsor function, not a Committee – or fiduciary – function. Although I do not know the reason for any action that any individual plan sponsor took, generally, the intent of the amendment was to be consistent with the terms of the Project Hanford Management Contract (PHMC). After the end of the period of performance of the PHMC, there will not be a contract in effect that provides for additional benefits for ENCO participants. The plan amendment reflects that contract reality.

Please feel free to contact me at this email address, or you may call me at (509) 372-3323.

Thanks,

Elaine

From: (b)(6)
Sent: Tuesday, August 04, 2009 10:12 AM
To: Cone, Elaine M
Subject: Request for information regarding HWET letter

(b)(6)

August 4, 2009

Elaine M. Cone, Director
Fluor Hanford Benefits Accounting,
On Behalf of the Hanford Site Pension Plans
P.O. Box 1000, H3-08
Richland, WA 99352

Re: THE HANFORD MULTI-EMPLOYER PENSION PLAN, HANFORD OPERATIONS AND
ENGINEERING

Dear Ms. Cone,

I am writing to you as the contact person for the O&E Pension Plan, as designated in the Summary Plan Description.

I have received your letter dated August 1, 2009 and have read it and the attached Notice of Plan amendment. I am one of the employees who was "mapped" by Fluor from Boeing Computer Services to Enterprise Company Lockheed in 1996. At the time, I had roughly seventeen (17) years of credited service under the O&E Pension Plan.

Your letter states that I "may be eligible for an early retirement subsidy if you have more than 10 years of vesting service and are age 55 years of age or older by August 23, 2009." I will not reach age 55 until November, 2009. Neither your letter nor the attached Notice of Plan Amendment directly state that the Plan Amendment will have the effect of removing my ability to take early retirement at age 60 without penalty, although I have been told that this is so.

As a vested participant in the O&E Pension Plan, I am requesting copies of the following documents:

- 1) The O&E Pension Plan documents. (Please note that I already have the Summary Plan Description).
- 2) A complete copy of the Plan Amendment referenced in your August 1 letter that was presented to the Administrative Committee, Trustee, or Plan Sponsor(s) for consideration.
- 3) A complete copy of all documents provided to the Administrative Committee, Trustee, or Plan Sponsors in support of the Plan Amendment referenced in your August 1 letter.
- 4) Minutes of all meetings of Plan Sponsors, members of the Administrative Committee, and/or the Trustee at which the Plan Amendment referenced in your August 1 letter was proposed, voted on, discussed or described.
- 5) All correspondence, including electronic mail messages, between the O&E Pension Trust (including correspondence generated by its Sponsors, agents, employees, officers, representatives or attorneys) and the United States Department of Energy referencing, describing or reporting on the Plan Amendment referenced in your August 1, 2009 letter.

Finally, I would appreciate it if the O&E Pension Plan would advise me why the Plan Amendment was found to be necessary in the first place. It is my understanding that pension plan administrators are obligated to act solely in the interests of the plan participants. The amendment is clearly not in my interests as a participant in the O&E Pension Plan, and I would appreciate a straightforward statement of the reasons for making the change at this time.

Sincerely,

(b)(6)

Tripp, Larry

From: Gilbert, Joyce N
Sent: Thursday, August 06, 2009 5:59 PM
To: (b)(6)
Cc: Jones, Gregory A (DOE); Cone, Elaine M; Bongers, John E; Turping, Peter F; Figueroa, Fernando R; Armijo, Jorge F (Frank); Brockman, David A; Tripp, Larry J
Subject: RE: Request for information regarding HWET letter

(b)(6) It is true that the Fluor Hanford Plan Administrator's office shares many of the questions/concerns raised by participants as the Department of Energy transitions from one Contractor to another. However, it is incorrect to state that DOE answers the questions/concerns raised by the participants. The Department is not signatory to the plan documents and the Department is not a fiduciary to the plan. The Fluor Hanford Plan Administrator's office shares the questions/concerns, as well as the associated answers, with the Department for the purpose of keeping DOE up to date.

From: (b)(6)
Sent: Wednesday, August 05, 2009 2:32 PM
To: Gilbert, Joyce N; Tripp, Larry J
Cc: Jones, Gregory A (DOE); Cone, Elaine M; Bongers, John E; Turping, Peter F; Figueroa, Fernando R; Armijo, Jorge F (Frank); Brockman, David A
Subject: FW: Request for information regarding HWET letter

Joyce/Larry,

I understand that all responses to questions about pension benefits put forth to the Fluor Hanford Plan Administrator's office concerning the MSA transition are really reviewed and answered by you two individuals. In order to speed up the process please be aware of the requests I made to Elaine yesterday, August 4, 2009.

(b)(6)

From: (b)(6)
Sent: Tuesday, August 04, 2009 10:12 AM
To: Cone, Elaine M
Subject: Request for information regarding HWET letter

(b)(6)

August 4, 2009

Elaine M. Cone, Director
Fluor Hanford Benefits Accounting,
On Behalf of the Hanford Site Pension Plans
P.O. Box 1000, H3-08
Richland, WA 99352

Re: THE HANFORD MULTI-EMPLOYER PENSION PLAN, HANFORD OPERATIONS AND ENGINEERING

Dear Ms. Cone,

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- 3) A complete copy of all documents provided to the Administrative Committee, Trustee, or Plan Sponsors in support of the Plan Amendment referenced in your August 1 letter.
- 4) Minutes of all meetings of Plan Sponsors, members of the Administrative Committee, and/or the Trustee at which the Plan Amendment referenced in your August 1 letter was proposed, voted on, discussed or described.
- 5) All correspondence, including electronic mail messages, between the O&E Pension Trust (including correspondence generated by its Sponsors, agents, employees, officers, representatives or attorneys) and the United States Department of Energy referencing, describing or reporting on the Plan Amendment referenced in your August 1, 2009 letter.

Finally, I would appreciate it if the O&E Pension Plan would advise me why the Plan Amendment was found to be necessary in the first place. It is my understanding that pension plan administrators are obligated to act solely in the interests of the plan participants. The amendment is clearly not in my interests as a participant in the O&E Pension Plan, and I would appreciate a straightforward statement of the reasons for making the change at this time.

Sincerely,

(b)(6)

Tripp, Larry

From: Cone, Elaine M
Sent: Tuesday, August 11, 2009 2:22 PM
To: Tripp, Larry J
Subject: FW: Hanford Pension Questions?

FYI, we are doing our best with the questions.

Elaine

From: Cone, Elaine M
Sent: Tuesday, August 11, 2009 2:20 PM
To: Cartmell, R E (Dick); Bongers, John E
Cc: Brockman, David A; Jones, Gregory A (DOE); Fain, Bartley A; Figueroa, Fernando R; Armijo, Jorge F (Frank); Beyers, Todd A; Turping, Peter F
Subject: RE: Hanford Pension Questions?

Dick,

The vote on 7/15 was of the Committee to approve the amendment. The amendment was to thoroughly clarify the interpretation already in existence. Concurrent with the end of the period of performance under the Project Hanford Management Contract, the concept of "Enterprise Company" will cease to exist and there is no continuation of the Enterprise Companies under the Mission Support Contract.

If you have more questions, please let me know.

Thanks,

Elaine Cone

From: Cartmell, R E (Dick)
Sent: Tuesday, August 11, 2009 1:39 PM
To: Bongers, John E; Fain, Bartley A; Figueroa, Fernando R; Armijo, Jorge F (Frank); Beyers, Todd A; Turping, Peter F
Cc: Brockman, David A; Cone, Elaine M; Jones, Gregory A (DOE)
Subject: RE: Hanford Pension Questions?

John, great question??? It is getting deeper and deeper!! Let's quit asking ourselves and ask the folks who should know. Frank, Frank and Todd, what say you?

-Dick

From: Bongers, John E
Sent: Tuesday, August 11, 2009 1:31 PM
To: Fain, Bartley A
Cc: Cartmell, R E (Dick); Turping, Peter F
Subject: RE: Hanford Pension Questions?

I have an interesting question? If the vote was taken on July 15th as stated below, how could Todd Beyers announce that the "High Five" was going away at the LMIT all employee mtg. in the middle of June? Does the MSA know something that they do not want to share with us?

From: Fain, Bartley A
Sent: Tuesday, August 11, 2009 1:27 PM
To: Bongers, John E
Cc: Cartmell, R E (Dick); Turping, Peter F
Subject: FW: Hanford Pension Questions?

John,

FYI...I have incorporated your questions and Elaine's answers into our Q&A presentation. Interesting responses!

Bartley

From: Cone, Elaine M
Sent: Tuesday, August 11, 2009 12:36 PM
To: Gonzales, Gwendolyn J
Cc: Fain, Bartley A; Goldie-Baker, Heather D
Subject: RE: Hanford Pension Questions?

- 1- What date was the vote taken by the Pension Committee to remove the "Enterprise" employees?
The amendment to the Plan was approved 7/15/09.
- 2- What was the vote outcome and who voted for/against the "Enterprise" employees?
As a result of the vote, the amendment was approved.
- 3- Please provide meeting minutes from this meeting and provide detail on who was there to represent the "Enterprise" employees?
Meeting minutes can be provided at the option of the Committee. If the Committee decides to provide the meeting minutes, I should be able to send them to you by Friday.
- 4- Who represents Lockheed Martin employees on the pension committee?
Lockheed Martin is not a Plan Sponsor so nor formal representation is present on the Committee.
- 5- Is it not true that as well as the "Enterprise companies" no longer existing after August 24th that the "PHMC" no longer exists after that date?
The PHMC period of performance ceases after 8/23/09.
- 6- Why was a vote not taken to remove the "PHMC" employees from the pension plan?
Many of those employees have been picked up by a successor contractor under the MSC, they will received credit under that Plan.
- 7- In your definition of "successor" it states that a "successor" is a company that the work scope is transferred to, therefore, can you please explain who will be performing my work duties after August 24th as I assume that CTS will still function and the HLAN will still be maintained for the Hanford Site?
The Plans Administrator is not aware of your particular employment plans but your assumption sounds reasonable. (Thank you for your CTS support).

From: Gonzales, Gwendolyn J
Sent: Monday, August 10, 2009 10:54 AM
To: Cone, Elaine M; Goldie-Baker, Heather D
Cc: Fain, Bartley A
Subject: FW: Hanford Pension Questions?

FYI

Gwendolyn J. Gonzales
Human Resources, HRBP
1981 Snyder
Richland, WA 99354
509-372-8296

509-376-5198

gwendolyn.j.gonzales@rl.gov

gwendolyn.j.gonzales@lmco.com

From: Bongers, John E

Sent: Thursday, August 06, 2009 4:01 PM

To: Gonzales, Gwendolyn J

Cc: Podratz, Frances E

Subject: Hanford Pension Questions?

I have the following questions I would like answered by the Hanford Pension Administrators:

- 8- What date was the vote taken by the Pension Committee to remove the "Enterprise" employees?
- 9- What was the vote outcome and who voted for/against the "Enterprise" employees?
- 10- Please provide meeting minutes from this meeting and provide detail on who was there to represent the "Enterprise" employees?
- 11- Who represents Lockheed Martin employees on the pension committee?
- 12- Is it not true that as well as the "Enterprise companies" no longer existing after August 24th that the "PHMC" no longer exists after that date?
- 13- Why was a vote not taken to remove the "PHMC" employees from the pension plan?
- 14- In your definition of "successor" it states that a "successor" is a company that the work scope is transferred to, therefore, can you please explain who will be performing my work duties after August 24th as I assume that CTS will still function and the HLAN will still be maintained for the Hanford Site?

Thank you.

Tripp, Larry

From: Gilbert, Joyce N
Sent: Tuesday, August 11, 2009 4:08 PM
To: Tripp, Larry J
Subject: FW: Hanford Pension Questions?

FYI – Also, the earliest time we can get with Brockman is Thursday from 8:30 – 9:00. Schroeder may be back in the office tomorrow.

From: Jones, Gregory A (DOE)
Sent: Tuesday, August 11, 2009 3:50 PM
To: Gilbert, Joyce N
Subject: FW: Hanford Pension Questions?

More stuff.

Gregory A. Jones
Assistant Manager for Administration/
Chief Financial Officer
Department of Energy
Richland Operations Office
(509) 373-4183
(509) 539-1530 (cell)

From: Cartmell, R E (Dick)
Sent: Tuesday, August 11, 2009 3:48 PM
To: Cone, Elaine M; Bongers, John E
Cc: Brockman, David A; Jones, Gregory A (DOE); Fain, Bartley A; Figueroa, Francisco A LMCO; Armijo, Jorge F (Frank); Beyers, Todd A; Turping, Peter F
Subject: RE: Hanford Pension Questions?

Elaine,

You respond, "The amendment was to thoroughly clarify the interpretation already in existence". Whose "INTERPERTATION", and how long was this interpretation already in existence? Was it part of the MSA proposal, or did someone from DOE-HQ or DOE-RL, or one of the 12 members of the Hanford Pension Board first come up with this Interpretation?

Elaine, you keep parroting the same "lawyer talk" and play word games when responding to questions from concerned ENCO employees, like John Bongers original 7 questions at the start of this email and Steve Canady questions that I attached below. No one will, or can answer why PHMC employees are considered to be picked up by a "Successor" company, but ENCO employees are not considered to be picked up by a "Successor" company. John Bongers and I are attempting to put together some simple, straightforward questions that can hopefully be answered with simple, straightforward answers. Thanks for your time.

-Dick Cartmell

QUESTIONS FROM STEVE CANADY (answers from Elaine Cone)

1) Who, specifically, made the decision to kick us out of the pension plan?

- There is no one person with authority to make this decision. Concurrent with the end of the period of period of performance under the Project Hanford Management Contract, the concept of "Enterprise Company" will cease to exist

and there is no continuation of the Enterprise Companies under the Mission Support Contract. The Pension Committee (Plan Administrator) passed an amendment to document this.

2) Would it be possible to drop the under-55 penalty for drawing pension funds?

- There is no intent to amend the plan to make changes for early retirement subsidy.

3) Why is the pension plan ending for us when it did not for other Enterprise Companies (ENCOs) that ceased to exist as ENCOs?

- Although individuals may have been hired by a Plan Sponsor into service covered by the pension plan, there will be no remaining Enterprise Companies after 8/23/09.

From: Cone, Elaine M

Sent: Tuesday, August 11, 2009 2:20 PM

To: Cartmell, R E (Dick); Bongers, John E

Cc: Brockman, David A; Jones, Gregory A (DOE); Fain, Bartley A; Figueroa, Fernando R; Armijo, Jorge F (Frank); Beyers, Todd A; Turping, Peter F

Subject: RE: Hanford Pension Questions?

Dick,

The vote on 7/15 was of the Committee to approve the amendment. The amendment was to thoroughly clarify the interpretation already in existence. Concurrent with the end of the period of performance under the Project Hanford Management Contract, the concept of "Enterprise Company" will cease to exist and there is no continuation of the Enterprise Companies under the Mission Support Contract.

If you have more questions, please let me know.

Thanks,

Elaine Cone

From: Cartmell, R E (Dick)

Sent: Tuesday, August 11, 2009 1:39 PM

To: Bongers, John E; Fain, Bartley A; Figueroa, Fernando R; Armijo, Jorge F (Frank); Beyers, Todd A; Turping, Peter F

Cc: Brockman, David A; Cone, Elaine M; Jones, Gregory A (DOE)

Subject: RE: Hanford Pension Questions?

John, great question??? It is getting deeper and deeper!! Let's quit asking ourselves and ask the folks who should know. Frank, Frank and Todd, what say you?

-Dick

From: Bongers, John E

Sent: Tuesday, August 11, 2009 1:31 PM

To: Fain, Bartley A

Cc: Cartmell, R E (Dick); Turping, Peter F

Subject: RE: Hanford Pension Questions?

I have an interesting question? If the vote was taken on July 15th as stated below, how could Todd Beyers announce that the "High Five" was going away at the LMIT all employee mtg. in the middle of June? Does the MSA know something that they do not want to share with us?

From: Fain, Bartley A
Sent: Tuesday, August 11, 2009 1:27 PM
To: Bongers, John E
Cc: Cartmell, R E (Dick); Turping, Peter F
Subject: FW: Hanford Pension Questions?

John,

FYI...I have incorporated your questions and Elaine's answers into our Q&A presentation. Interesting responses!

Bartley

From: Cone, Elaine M
Sent: Tuesday, August 11, 2009 12:36 PM
To: Gonzales, Gwendolyn J
Cc: Fain, Bartley A; Goldie-Baker, Heather D
Subject: RE: Hanford Pension Questions?

John Bongers questions:

- 1- What date was the vote taken by the Pension Committee to remove the "Enterprise" employees?
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- 6- Why was a vote not taken to remove the "PHMC" employees from the pension plan?
Many of those employees have been picked up by a successor contractor under the MSC, they will receive credit under that Plan.
- 7- In your definition of "successor" it states that a "successor" is a company that the work scope is transferred to, therefore, can you please explain who will be performing my work duties after August 24th as I assume that CTS will still function and the HLAN will still be maintained for the Hanford Site?
The Plans Administrator is not aware of your particular employment plans but your assumption sounds reasonable. (Thank you for your CTS support).

Tripp, Larry

From: Cone, Elaine M
Sent: Friday, August 14, 2009 1:15 PM
To: Tripp, Larry J
Subject: FW: Pension reinstatement?

From: Ramos, Lynn
Sent: Friday, August 14, 2009 1:14 PM
To: Cone, Elaine M
Subject: FW: Pension reinstatement?

Thought this was interesting...can't ever please everyone.

Lynn Ramos
Benefit Plan Design & Administration
Fluor Hanford, Inc.
(p) 376-0623

From: Robison, David E
Sent: Friday, August 14, 2009 12:54 PM
To: Ramos, Lynn
Subject: Pension reinstatement?

Lynn,

I just heard that certain recent pension amendments may be reversed regarding LMIT personnel.

I am especially concerned about the reinstatement of LMIT personnel into the pension plan. The info I have received is that LMIT personnel would continue to have the "high-five" years of base pay included in the plan. However, LMIT personnel would have to terminate employment to receive their pension benefits.

This reinstatement would only have a possible benefit for the under-55 folks. The over-55 people would be have a severe negative impact.

I am VERY much AGAINST the reinstatement as described.

Thank you,

Dave Robison
LMIT

Tripp, Larry

From: Jones, Gregory A (DOE)
Sent: Friday, August 21, 2009 10:10 AM
To: Tripp, Larry J
Subject: Fw: Pensions Benefits

From: (b)(6)

To: (b)(6)

(b)(6)

Cc: Fain, Bartley A; Figueroa, Francisco A LMCO; Armijo, Jorge F (Frank); Willers, Kyle J; McElroy, Dale E; Brockman, David A; Jones, Gregory A (DOE); Farmer, Donald G; Cone, Elaine M

Sent: Fri Aug 21 09:53:15 2009

Subject: Pensions Benefits

All,

My name is (b)(6) and like all of you, and (b)(6) I am one of the 185 ENCO employees that were affected by the most recent decision by the Pension Board to re-instate the High-5. While this was a positive change for those under 55 it significantly impacted those who are 55 or older who were planning to take advantage of being able to draw pension benefits while still working for Lockheed Martin. Being able to draw pension benefits while still working would have provided some compensation for being taken out of the Plan 13 years ago. Now we are unable to do so.

I would encourage each of you to e-mail the Plan Administrators and encourage them to amend the Plan rules to allow those 55 and older the 'Choice' of taking benefits without termination (eliminating them from the High-5 provision) or staying in the Plan and taking advantage of the High-5 provision. This would result in a win-win for all age groups within

the 185 employees. Examples of previously submitted e-mails to the Plan Administrators are provided below. Let's attempt to make this issue equitable for everyone effected.

(b)(6)

I agree with others that this decision for all 185 is wrong. The e-mail blitz you must have received does not reflect the opinion of all. There are 3 distinct positions. The right thing to do is to offer an option.. And, it is within your authority to do that. Let those that are under 55 keep the high five and ties to the HEWT if that is their wish; but let those that are over 55 have the option of withdrawing from the Plan, and making the choice of collecting the benefits now. For those over 60, they should also have the choice to withdraw and collect full benefits or stay in the Plan.

This situation needs to be resolved. The decision 13 years ago was the wrong decision. You have the authority to correct that for the ENCO employees. It is the right thing to do. These employees should not continue to be penalized for a bad decision 13 years ago. The right thing would be to acknowledge the mistake and give them the last 13 years of service.

In lieu of that, the correct thing is to give us an option. If we opt out, treat us fairly. If we choose to stay in, treat us fairly.

We should be given the same consideration as any Hanford employee, since we are.

You have the ability and the authority to correct this. We can only hope that you will do the right thing. We can only hope that character and integrity prevails.

I'm sure you are tired of the ongoing complaints from both sides of the issue with ENCO employees receiving their pension benefits while still working. My question is " Why not establish a win/win polity where folks like Lockheed Martin employees (ex Boeing employees) who are 55 and over (who wish to continue to work) have the option to withdraw from the pension plan and get completely out or can chose to stay in and continue to accrue their high five? Wouldn't this have been the most equitable policy for all effected ENCO employees?

I'm sorry to say "I'm very disappointed in the lack of creative thinking on the part of the Plan Administrators". I'm sure each of you are comforted in the fact that you are not impacted by such short sighted decisions.

From: (b)(6)

Subject: RE: Pensions Benefit Q&A Sessions

Folks,

My name is (b)(6) and like you, I am one of the 185 ENCO employees at Lockheed Martin that received the August 1, 2009 HWET letter that informed us we are being completely eliminated from the Hanford Site Pension Plan. Unless we get this decision by DOE and the Pension Board Members (who voted to approve this amendment) turned around, this change will substantially reduce our retirement incomes. To help you understand and prepare for the Q&A sessions, below are some simple examples of how "MUCH MONEY YOU WILL LOSE."

ELIMINATION OF HIGH 5 YEARS OF SALARY: (not a big ticket item)

To keep this simple, assumptions are, you have 10 years of vested service "Frozen" in the plan and plan to work 5 more years before retiring.

- Current salary is \$ 50k, you lose \$510.00 per year
- Current salary is \$ 75k, you lose \$750.00 per year
- Current salary is \$ 100k, you lose \$990.00 per year

ELIMINATION OF EARLY RETIREMENT OPTION: (Huge impact on retirement income)

For everyone under 55 years of age after Aug 24th, we lose the option to retire at age 60 and receive 100% of our monthly pension. You have to wait until age 65 to receive 100%. If you plan on retiring earlier than age 65, your pension is reduced 6% per year. Same assumptions as above and you plan to start receiving your pension at age 60.

- Current salary is \$ 50k, you lose an additional \$2,400.00 per year.
- Current salary is \$ 75k, you lose an additional \$3,600.00 per year
- Current salary is \$100k, you lose an additional \$4,800.00 per year

We all have variances in years of service and salary which determines our pension, but the above gives you an idea of how much this latest decision to eliminate us from the plan will reduce your future retirement income. The average employee that has 10 years "Frozen" in the plan and currently makes \$75,000, will have their annual income reduced by \$4,350.00 per year. If you live until your age 85, you and your families will have lost \$108,750.00 in retirement income.

A group of us have been actively working to reverse this unethical, unfair, illegal change to our pension benefits as a result of Lockheed Martin winning the MSA contract. I believe Frank Figueroa and MSA Management agree that this is just wrong and are also working in our behalf. But all of us "ENCO" employees need to get involved to tell "your story" and express your opinion. Below I have copied the contacts we have made and a form letter you can use to send to them.

We need to bombard them with each of your concerns, issues, and personal stories of how these decisions affects your retirements.

Patty Murray -- Mike Waske; email -- Michael_Waske@help.senate.gov; Wash D.C. phone # (202) 224-2621

Maria Cantwell -- Joel Merkel; email -- Joel_Merkel@Cantwell.senate.gov; Wash D.C phone# (202) 224-3441

Doc Hastings -- Jessica Gleason; email --- Jessica.Gleason@mail.house.gov; Was D.C. phone# (202) 225-5816

Here is a generic letter to send to DOE, politicians, Hanford Advisory Board, and anyone that can help!!!!!!

My name is _____

I am a _____ for Lockheed Martin at Hanford. I have been at Hanford for _____ years with no break in service.

In 1996 the Westinghouse/Boeing contract was awarded to Fluor Daniel Hanford. I left work on Friday as a Boeing employee, and returned on Monday as a Lockheed Martin employee, performing the same work, at the same location. I was mapped to a so called "Enterprise Company" and my pension was frozen with _____ years of service. Because there were approximately 2000 employees affected by this change, DOE made adjustments to this plan and I was allowed to remain active with my "High Five" years of salary and with an early retirement option at age 60, however, my service years were frozen.

I was given a "Market Based" pension plan which turned out to be a 4% company match which was later reduced to 3%. Meanwhile, many of the original 2000 employees moved back "Inside the Fence" when the "Enterprise" concept was deemed a failure by DOE and they were returned to the Hanford Site pension plan.

In 2009, the Mission support contract was rebid and my company, Lockheed Martin, won the contract meaning I was finally on the "Winning" team. However, because of my "Enterprise" tagging, I am now being told that my ____ years of pension service, will in fact be frozen with no "High Five" continuance and the option for early retirement at age 60 will be eliminated. These decisions will cost me and my family a substantial amount of money.

The bottom line is, I have worked at Hanford for ____ years, without a break in service and have never voluntarily changed companies. By rebidding these contracts on a regular basis and changing benefits each time, DOE has taken substantial income from me that that I have rightfully earned. It should also be noted that The Hanford Advisory Board, an oversight board to DOE, has formally recommended that DOE rectify this situation by restoring my service time and returning me to active in the pension plan, but DOE has ignored this request.

I am asking for your help to rectify this problem and restore the "Enterprise" employees back into the Hanford Site pension plan.

Thank You,

If you have any questions, please email or call.

(b)(6)

This message is being sent on behalf of Bartley A. Fain

As Kyle Willers, Acting Director, referenced in his July 31, 2009 General Delivery Message, the Advanced Technology Solutions (ATS) Human Resources (HR) organization is in the process of scheduling the August 10 -21, 2009, the Pension Benefit Questions & Answers (Q&A) sessions for the 185 Lockheed Martin (LM)-ATS employees being impacted by changes that become effective on August 24, 2009, with the start of the new Mission Support Alliance contract. These sessions will be conducted by the ATS HR team with support from the Hanford Site Pension Plan (HSPP) Administrators. Unfortunately, the Plan Administrators will not be in attendance during these sessions due to scheduling conflicts. However, they are committed to answering any questions that emanate from employees during the sessions that cannot be answered by the ATS HR organization.

The main purpose of the sessions is to clarify and explain in more detail the answers to some of the questions you have concerning the pension benefit changes. In preparation for the Q&A sessions, LM-ATS employees are encouraged to submit questions to HR that will be shared with the Plan Administrators in advance of the sessions to ensure that we are providing the most recent information and/or updates on the pension benefit changes. Please submit your questions by close of business Monday, August 10th to Gwen Gonzales with a cc: to Frances Podratz.

Nevertheless, employees can also bring questions to the sessions if desired-- I just want to make sure that the HR team is ready to provide consistent and accurate information on the pension benefit changes to date.

In closing, I want to reemphasize what Kyle asserted in his July 29th General Delivery Message... "We are a company of exceptional IT professionals with the highest standards for customer service." As the new HR Manager, I am personally committed to providing each LM -ATS employee with excellent customer service during this transition period and beyond. I welcome your feedback and input on the HR programs and processes, and plan to meet with all LM-ATS employees in the near future to share my vision and core values

for the HR organization. It's great to be working with a group of outstanding and talented employees, and I am honored to be an ATS employee within the LM family.

If you have any questions regarding the upcoming Q&A sessions, please send me an email.

Thanks,

Bartley A. Fain, Manager
Human Resources

Tripp, Larry

From: Froggatt, Jason [jasonfroggatt@dwt.com]
Sent: Friday, August 14, 2009 4:05 PM
To: Tripp, Larry J
Subject: RE: (b)(5)

(b)(5)

From: Tripp, Larry J [mailto:Larry_J_Tripp@RL.gov]
Sent: Friday, August 14, 2009 3:59 PM
To: Froggatt, Jason
Subject: (b)(5)

Jason:

(b)(5)

Larry Tripp
Contractor Pension & Benefits Specialist
Department of Energy-RL
509-376-2727
Larry_J_Tripp@RL.gov

Tripp, Larry

From: Froggatt, Jason [jasonfroggatt@dwt.com]
Sent: Thursday, August 13, 2009 6:38 PM
To: Heidelberg, Tracy A; Cone, Elaine M; Adamson, Kevin B; Beyers, Todd A; nfgrover@bechtel.com; Hwang, Jou-Guang; Lacher, Harold (Harry); Lenseigne, Donald L; Thomas, Brian R
Cc: Bates, K F (Kathy); Brown, Beth B; Chang, Judy; Clark, Tami L; Deacy, Frederick F; Door, Kathrine A; Farmer, Carolina R; Fraley, David W; Goldie-Baker, Heather D; Hawkins, Ralph; Belfiglio, Jeff; vfjohnso@bechtel.com; Mamiya, Kay; Martin, Scott D; Perkins, John O; Powers, Faith A; Ramos, Lynn; Ransom, Janae; Renteria, Ken J; Sansotta, Dominic J; Stubbs, Cherie L; Sullivan, Jeri A; Tripp, Larry J; vlee@wurts.com; Whitten, Karen L; PATRICK.A.WEIHERR@JCI.COM; clway@energy-northwest.com; james.murphy@parsons.com
Subject: Re: E-vote - amendment for benefits after 8/23 for former enterprise company employees

As suggested, (b)(5)

(b)(5)

I hope this is helpful.

Jason Froggatt | Davis Wright Tremaine LLP
1201 Third Avenue, Suite 2200 | Seattle, WA 98101
Tel: (206) 757-8045 | Fax: (206) 757-7045
Email: jasonfroggatt@dwt.com | Website: www.dwt.com

From: Heidelberg, Tracy A
To: Cone, Elaine M ; Adamson, Kevin B ; Beyers, Todd A ; Cone, Elaine M ; Grover, Nikki ; Hwang, Jou-Guang ; Lacher, Harry ; Lenseigne, Donald L ; Thomas, Brian R
Cc: Bates, Kathy ; Brown, Beth B ; Chang, Judy ; Clark, Tami L ; Cone, Elaine M ; Deacy, Fred F ; Door, Kadi ; Farmer, Carolina R ; Fraley, David W ; Goldie-Baker, Heather D ; Hawkins, Ralph; Froggatt, Jason; Belfiglio, Jeff; Johnson, Vanita ; Mamiya, Kay K ; Martin, Scott D ; Perkins, John O ; Powers, Faith A ; Ramos, Lynn A ; Ransom, Janae K ; Renteria, Ken J ; Sansotta, Dom J ; Stubbs, Cherie ; Sullivan, Jeri A ; Tripp, Larry J ; vlee@wurts.com ; Whitten, Karen L ; Weiher, Patrick ; Way, Cindy ; james.murphy@parsons.com
Sent: Thu Aug 13 18:06:22 2009
Subject: RE: E-vote - amendment for benefits after 8/23 for former enterprise company employees

(b)(5)

(b)(5)

Thanks,

Tracy

From: Cone, Elaine M [mailto:Elaine_M_Cone@RL.gov]
Sent: Thursday, August 13, 2009 5:12 PM
To: Adamson, Kevin B; Beyers, Todd A; Cone, Elaine M; Grover, Nikki; Heidelberg, Tracy A; Hwang, Jou-Guang; Lacher, Harry; Lenseigne, Donald L; Thomas, Brian R
Cc: Bates, Kathy; Brown, Beth B; Chang, Judy; Clark, Tami L; Cone, Elaine M; Deacy, Fred F; Door, Kadi; Farmer, Carolina R; Fraley, David W; Goldie-Baker, Heather D; 'Hawkins, Ralph'; Jason T. Froggatt (jasonfroggatt@dwt.com); jeffbelfiglio@dwt.com; 'Johnson, Vanita'; Mamiya, Kay K; Martin, Scott D; Perkins, John O; Powers, Faith A; Ramos, Lynn A; Ransom, Janae K; Renteria, Ken J; Sansotta, Dom J; Stubbs, Cherie; Sullivan, Jeri A; Tripp, Larry J; Victor Lee (vlee@wurts.com); Whitten, Karen L; Weiher, Patrick; 'Way, Cindy'; James Murphy (james.murphy@parsons.com)
Subject: E-vote - amendment for benefits after 8/23 for former enterprise company employees
Importance: High

(b)(5)

Benefits Accounting staff has reviewed the amendment and (b)(5)

(b)(5)

(b)(5)

Please vote (b)(5) by 8:00 am, Monday, August 17th by using the attached voting buttons or responding to this email.

(b)(5)

If you have questions, please don't hesitate to call.

Thanks,

Elaine M. Cone, CPA, QPA

Director of Benefits Accounting

Fluor Hanford Finance

Office 509.372.3323 Cell 509.539.9898

Email: elaine_m_cone@rl.gov

Location: 2425 Stevens Center

Mail: PO Box 1000, MSIN H3-08

Richland Washington 99352

Tripp, Larry

From: Froggatt, Jason [jasonfroggatt@dwt.com]
Sent: Thursday, August 13, 2009 1:36 PM
To: Cone, Elaine M
Cc: Deacy, Frederick F; Goldie-Baker, Heather D; Ramos, Lynn; Belfiglio, Jeff; Tripp, Larry J
Subject: RE: (b)(5)

(b)(5)

Jason

From: Cone, Elaine M [mailto:Elaine_M_Cone@RL.gov]
Sent: Thursday, August 13, 2009 12:44 PM
To: Froggatt, Jason
Cc: Deacy, Frederick F; Goldie-Baker, Heather D; Ramos, Lynn; Belfiglio, Jeff; Tripp, Larry J
Subject: FW: (b)(5)

(b)(5)

From: Froggatt, Jason [mailto:jasonfroggatt@dwt.com]
Sent: Thursday, August 13, 2009 12:07 PM
To: Cone, Elaine M
Cc: Deacy, Frederick F; Belfiglio, Jeff; Froggatt, Jason
Subject: (b)(5)

Elaine -

Here is a (b)(5)

(b)(5)

(b)(5)

Jason Froggatt | Davis Wright Tremaine LLP

1201 Third Avenue, Suite 2200 | Seattle, WA 98101

Tel: (206) 757-8045 | Fax: (206) 757-7045

Email: jasonfroggatt@dwt.com | Website: www.dwt.com

Anchorage | Bellevue | Los Angeles | New York | Portland | San Francisco | Seattle | Shanghai | Washington, D.C.

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Tripp, Larry

From: Cone, Elaine M
Sent: Tuesday, July 07, 2009 2:37 PM
To: Adamson, Kevin B; Beyers, Todd A; Cone, Elaine M; Grover, Nikki; Heidelberg, Tracy A; James Murphy (james.murphy@parsons.com); Hwang, Jou-Guang; Lacher, Harold (Harry); Lenseigne, Donald L; Patrick A. Weiher (Patrick.A.Weiher@JCI.com); Thomas, Brian R; 'Way, Cindy'
Cc: Bates, K F (Kathy); Brown, Beth B; Chang, Judy; Clark, Tami L; Cone, Elaine M; Deacy, Frederick F; Door, Kathrine A; Evans, Tyler M (Ty); Farmer, Carolina R; Fraley, David W; Goldie-Baker, Heather D; 'Hawkins, Ralph'; Isett, Kenneth E; Jason T. Froggatt (jasonfroggatt@dwt.com); jeffbelfiglio@dwt.com; 'Johnson, Vanita'; Mamiya, Kay; Martin, Scott D; Millbauer, James P; Perkins, John O; Powers, Faith A; Ramos, Lynn; Ransom, Janae; Renteria, Ken J; Sansotta, Dominic J; Stubbs, Cherie L; Sullivan, Jeri A; Tripp, Larry J; Victor Lee (vlee@wurts.com); Whitten, Karen L; 'Wurts, William'
Subject: Special Pension & Savings Committee Meeting July 15th 2009
Attachments: Agenda July 15 2009 rev 1.docx; FAQs.docx

Pension and Savings Committee Members,

The agenda for the special committee meeting is *attached*. Highlights include:

Not Responsive to Request

- At the end of the period of performance, 8/23/2009, of the PHMC contract, the Enterprise Company provisions in the Operations and Engineering Pension Plan document will no longer be applicable. ERISA requires a 204(h) notice when a reduction of benefits occurs. (b)(5) A plan amendment is also required to remove the ENCO related language from the Plan Document. I have attached some Frequently Asked Questions and responses related to ENCO benefit status at PHMC to MSC transition.

Not Responsive to Request

If you questions, please let me know.

Thanks,

Elaine M. Cone, CPA, QPA
Director of Benefits Accounting
Fluor Hanford Finance
Office 509.372.3323 Cell 509.539.9898
Email: elaine_m_cone@rl.gov

Location: 2425 Stevens Center
Mail: PO Box 1000, MSIN H3-08
Richland Washington 99352

Elaine M. Cone, CPA, QPA

Director of Benefits Accounting

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Office 509.372.3323 Cell 509.539.9898

Email: elaine_m_cone@rl.gov

Location: 2425 Stevens Center

Mail: PO Box 1000, MSIN H3-08

Richland Washington 99352

Question:

(b)(5)

Tripp, Larry

From: Deacy, Frederick F
Sent: Thursday, July 09, 2009 10:35 AM
To: Tripp, Larry J
Cc: Cone, Elaine M
Subject: FW: (b)(5)
Attachments: (b)(5)

Larry,
Please find attached (b)(5)
(b)(5) Please let me know if you have any questions.
Thanks,

Fred

From: Froggatt, Jason [mailto:jasonfroggatt@dwt.com]
Sent: Wednesday, July 08, 2009 11:39 PM
To: Cone, Elaine M
Cc: Froggatt, Jason; Deacy, Frederick F
Subject: (b)(5)

Elaine -

Attached are (b)(5)
(b)(5)

Please let me know if you have any questions.

Jason Froggatt | Davis Wright Tremaine LLP
1201 Third Avenue, Suite 2200 | Seattle, WA 98101
Tel: (206) 757-8045 | Fax: (206) 757-7045
Email: jasonfroggatt@dwt.com | Website: www.dwt.com

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(b)(5)

Tripp, Larry

From: Cone, Elaine M
Sent: Monday, July 13, 2009 12:22 PM
To: Adamson, Kevin B; Beyers, Todd A; Cone, Elaine M; Grover, Nikki; Heidelberg, Tracy A; James Murphy (james.murphy@parsons.com); Hwang, Jou-Guang; Lacher, Harold (Harry); Lenseigne, Donald L; Patrick A. Weiher (Patrick.A.Weiher@JCI.com); Thomas, Brian R; Way, Cindy
Cc: Bates, K F (Kathy); Brown, Beth B; Chang, Judy; Clark, Tami L; Deacy, Frederick F; Door, Kathrine A; Evans, Tyler M (Ty); Farmer, Carolina R; Fraley, David W; Goldie-Baker, Heather D; Hawkins, Ralph; Isett, Kenneth E; Jason T. Froggatt (jasonfroggatt@dwt.com); jeffbelfiglio@dwt.com; Johnson, Vanita; Mamiya, Kay; Martin, Scott D; Millbauer, James P; Perkins, John O; Powers, Faith A; Ramos, Lynn; Ransom, Janae; Renteria, Ken J; Sansotta, Dominic J; Stubbs, Cherie L; Sullivan, Jeri A; Tripp, Larry J; Victor Lee (vlee@wurts.com); Whitten, Karen L; Wurts, William
Subject: Materials for 7/15 Committees meeting
Attachments: Fifth Amendment O&E Pension (5th AMD).DOC; Third Amendment O&E Inv (3rd AMD).DOC; Fifth Amendment HAMTC Pension (5th AMD).DOC; Fourth Amendment HAMTC Savings (4th AMD).DOC; Second Amendment HGU Pension (2nd AMD).DOC; First Amendment HGU Sav (1st AMD).DOC; FE&C Amendment HAMTC Pension (FE&C AMD).DOC; FE&C Amendment HAMTC Savings (FE&C AMD).DOC; Fourth Amendment O&E Pension (4th AMD).DOC; DRAFT ENCO cover letter 7-13-09.doc; 204(h) Notice (ENCO).DOC; Short checklist re Waiver of Withdrawal Liability.doc; Hanford Site-Wide Pension Plan Withdrawal Liability Checklist.doc; wdl_liab_FH2009_2_.pdf; DWT draft Committee letter to DOE withdrawal liability.docx

Pension and Savings Committees Members,

The attachments will be used during Wednesday’s Committee Meeting. If you have a chance to familiarize yourself with the amendments, it may make the meeting go more smoothly. If you have questions, please don’t hesitate to call Fred Deacy or myself.

Attachments

Not Responsive to Request

Enterprise Company status

- (b)(5)
-
-

Not Responsive to Request

If you have questions, please let me know.

Thanks,

Elaine 509-372-3323

Tripp, Larry

From: Deacy, Frederick F
Sent: Wednesday, July 15, 2009 3:14 PM
To: Tripp, Larry J
Cc: Cone, Elaine M
Subject: Committee Approved Plan Amendments
Attachments: 5th Amendment HOE Pension.pdf; 2nd Amendment HGU Pension.pdf; 1st Amendment HGU Savings.pdf; 4th Amendment HAMTC Savings.pdf; 5th Amendment HAMTC Pension.pdf; 4th Amendment HOE Pension.pdf

Larry,

Please find attached the Executed Amendments to the Pension and Savings Plans that were approved by the Committees in today's Special Committee meeting.

Please let me know if you have any questions.

Thanks,

Fred

Frederick F. Deacy, SPHR

Team Lead, Benefits Accounting

Fluor Hanford, Inc.

P.O. Box 1000, H3-08

Richland, WA 99352

Phone 509-376-1995

Fax 509-376-2097

**FOURTH AMENDMENT
TO THE
HANFORD MULTI-EMPLOYER PENSION PLAN,
HANFORD OPERATIONS AND ENGINEERING**

THIS FOURTH AMENDMENT to the Hanford Multi-Employer Pension Plan, Hanford Operations and Engineering (the "Plan") is entered into this 15 day of July, 2009, to be effective as of August 24, 2009.

RECITALS

- A. The Plan was originally adopted June 29, 1987.
- B. Article 19 of the Plan permits the Plan Administrator to amend the Plan.
- C. The period of performance for the Project Hanford Management Contract ends August 23, 2009, with the transition to the Mission Support Contract.
- D. The Plan Administrator desires to amend the Plan to document that Enterprise Company Participants will no longer receive compensation for Plan purposes from any Enterprise Company after the end of the period of performance of the Project Hanford Management Contract.

AMENDMENT

1. Article 1.17(c) shall be amended in its entirety to read as follows:

Compensation received by an Enterprise Company Participant from an Enterprise Company or its successor subsequent to September 30, 1996, and prior to August 24, 2009. Provided, the foregoing sentence shall apply only with respect to an Enterprise Company or the successor thereof to which the Enterprise Company Participant is transferred on or after October 1, 1996 and before January 1, 1997 and shall cease to apply on the date he ceases to be employed by the Enterprise Company or successor for any reason, or in the event of the Participant's commencement of benefits hereunder. In no event will Compensation be credited

subsequent to the date the Enterprise Company ceases to be an Enterprise Company hereunder.

2. Article 1.18(c) shall be amended by replacing the fifth paragraph with the following paragraph:

To the extent required of a multi-employer plan under applicable regulations, Hours of Service for any other trade or business that is along with an Employer a member of a group of trades or businesses (whether or not incorporated) which are under common control, as defined in Code sections 414(b) and (c) or an affiliated service group as defined in Code section 414(m) as modified by Code sections 414(m)(5) and (6) (and any other entity required to be aggregated with the Employer pursuant to Code section 414(o) and the regulations thereunder shall be considered Hours of Service for the Employer). Except as otherwise provided, Hours of Service shall be credited and disregarded under the Plan in accordance with applicable regulations issued by the Department of Labor under the Employee Retirement Income Security Act of 1974, including without limitation, Reg. § 2520.210 applicable to multi-employer plans, which are incorporated herein by this reference. Notwithstanding the foregoing, the following exceptions shall apply:

- Hours of Service for each Employer which is a sponsor of the Plan shall be credited hereunder regardless of whether the service is contiguous or noncontiguous and regardless of whether it is Covered Service.
- Hours of Service for a member of the controlled group of which the Employer sponsor is a member which immediately precedes a transfer to Covered Service will be credited hereunder.
- Hours of Service for a member of the controlled group of which the Employer sponsor is a member which immediately follows a transfer from Covered Service will not be credited hereunder.
- Hours of Service which are noncontiguous noncovered service for a member of a controlled group of which the Employer sponsor is a member will not be credited hereunder. Provided, Hours of Service of an individual who transfers from Covered Service and is an Enterprise Company Participant will be counted through August 23, 2009.

DATED this 15 day of July, 2009.

PLAN ADMINISTRATOR OF THE HANFORD
MULTI-EMPLOYER PENSION PLAN, HANFORD
OPERATIONS AND ENGINEERING

By Elvin M. Coen
Its Chair

On behalf of
Plan Administrator